

EXHIBIT A

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

Q2 SOFTWARE, INC.

Plaintiff,

v.

RADIUS BANK

Defendant.

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CIVIL ACTION NO. 1:18-cv-00878-RP

**DECLARATION OF MANASI RODGERS IN SUPPORT OF MOTION FOR
ATTORNEYS' FEES, EXPENSES, AND COSTS**

1. I am a member in good standing of the State Bar of Texas, and a partner at Reeves & Brightwell LLP (“Reeves & Brightwell”), attorneys for Plaintiff Q2 Software, Inc. (“Q2”). I have been practicing law for ten years.

2. I am one of the attorneys of record in this matter. I have personal knowledge of the facts set forth herein, and if called to testify could and would competently testify thereto.

3. I am a member of the State Bar of Texas and have been practicing in Texas for almost six years. I received my juris doctorate from New York University School of Law in 2009.

4. Reeves & Brightwell provided services for Q2 in this matter since January 2017. Attached hereto as Exhibit A-1 are true and correct copies of billing records describing the specific activities performed, the number of hours of attorney and paralegal time expended on each activity, and the hourly rates charged for that time. These records were regularly created and maintained by Reeves & Brightwell in the ordinary course of its business, created by a person with knowledge of the events and transactions recorded therein, and created at or near the time of the events and

transactions. These records contain minimal redactions to protect attorney-client and/or work product privilege.

5. By this motion, Q2 seeks a total of \$275,000 in attorneys' fees (the amount stipulated to by the parties) and \$38,301.17 in nontaxable expenses and taxable costs. It is my opinion that these amounts were reasonable and necessary to the successful prosecution of this case, particularly because the base lodestar calculation here based on compensable hours (1,060.6 hours) multiplied by the relevant hourly rates conservatively results in an amount of \$286,871.

6. The parties' agreement provides two bases for the recovery of attorneys' fees and expenses: (1) the indemnity provision contained in the Fraud Monitoring Sales Order provides that Radius "shall indemnify and hold Q2 harmless from, any and all demands, claims, actions, losses, damages, liabilities, costs, and expenses, including reasonable fees and expenses of counsel, arising in connection with any of the following . . . (a) any occurrence of fraud in connection with use of the Service . . . (d) any failure by Metavante to decline a fraudulent transaction or to notify Q2 or [Radius] of a fraudulent transaction"; and (2) section 9.4 of the Master Agreement provides, "if any claim, suit or other proceeding is instituted to compel compliance with the provisions of this Agreement and/or to recover damages for the breach thereof, the prevailing party shall be entitled, in addition to any other remedies, to reimbursement of all reasonable expenses, including reasonable attorney's fees." True and correct copies of the Master Agreement and Fraud Monitoring Sales Order are attached hereto as Exhibit A-2 and Exhibit A-3, respectively.

7. In total, between January 2017 and January 24, 2020 (the date on which the Court indicated it would be entering default against Radius), Reeves & Brightwell performed 1,237.7 hours of billable work in furtherance of Q2's breach of contract claim. This is a conservative

estimate of the hours expended, as there were significant hours spent working on tasks that are not reflected on invoices sent to Q2.

8. Q2 claims only 1,060.6 hours as compensable hours for purposes of its lodestar calculation because a number of downward adjustments already have been applied to the amount sought from Radius as attorneys' fees. As documented in our contemporaneous billing records, my firm has voluntarily discharged \$53,240 in fees through January 24, 2020, including for time that may have been spent on duplicative tasks, but largely for time that was reasonably spent working on matters necessary for the litigation but discharged as an accommodation to Q2. My partner, Ryan Pierce, reviewed each billing record and exercised appropriate billing judgment to make downward adjustments to the bills.

9. Although contractually entitled to receive them, Q2 also does not seek any fees for the time after the date the Court indicated it would be entering default against Radius, nor does it seek amounts associated with the drafting of the instant motion for fees and expenses, resulting in further voluntary reductions of over \$15,000 in fees.

10. As of the afternoon of February 21, as further discussed below, the parties have stipulated to an attorneys' fees award amount of \$275,000 (to the extent Q2 is awarded fees), resulting in a further reduction of almost \$12,000.

11. Based on my review of Reeves & Brightwell's billing records and my involvement in this lawsuit, I confirm that the hours expended as reflected on the billing records were actually expended on the topics and activities stated.

12. Q2 has not requested any reductions to the fees charged by Reeves & Brightwell. Reeves & Brightwell's fees were billed on a monthly basis and paid on a timely basis by Q2.

13. Also relevant to the reasonableness of the hours billed is Radius' discovery misconduct, which significantly increased the amount of fees and expenses Q2 was forced to incur. Radius' obstruction and failures to communicate are well-documented in the record and permeated every stage of this matter. Relatively early in the lawsuit, after Radius repeatedly failed to produce any documents, Q2 was forced to prepare and send Radius a draft of a motion to compel, after which Radius produced fewer than 300 pages of documents. It took several additional threats (and preparations) of motions to compel before Radius produced a few hundred additional pages of documents and represented that it had completed its production. Thereafter, for a five-week period in the summer of 2019, Radius stopped communicating entirely with Q2, resulting in Q2 having to file a motion for discovery conference with the Court. Although Radius then agreed to produce additional documents and transactional data by September 2019, it again represented before the scheduled Radius Bank depositions in October 2019 that it had produced all responsive documents. However, during the October depositions, Radius finally confirmed that it had been improperly withholding key transactional data, as well as other documents and emails. Q2 therefore had to reopen the deposition of Radius' corporate representative and incur additional time and expense to do so. In total, Q2 was forced to prepare at least six different discovery-related motions between June 2019 and January 2020, including several motions that were drafted but ultimately not filed (in addition to the handful of motions that were filed). Most egregiously, Radius withheld thousands of admittedly responsive, relevant documents in this matter until mere weeks before trial, requiring Q2 to have to prepare for trial and simultaneously try to review those documents and prepare yet another motion for sanctions. The foregoing are merely some examples of Radius' misconduct in this matter that resulted in significantly increased fees and expenses to Q2.

14. Despite numerous attempts by Q2 over the course of the litigation (and even prior to the inception of the litigation) to reach settlement of this matter, including as late as December 2019 before trial preparation began in earnest, Radius steadfastly refused to meaningfully engage in settlement discussions. At the outset of the litigation, the parties attempted to schedule a mediation to resolve their dispute, but Radius ultimately declined to engage in mediation. Q2 thereafter made two very reasonable settlement offers to Radius; however, Radius refused even to provide a counteroffer. Attached hereto as Exhibit A-4 are true and correct copies of the two written settlement offers made by Q2 during the litigation. In fact, it was not until after the Court indicated it would be entering default judgment that Radius for the first time made an offer of its own (which was significantly lower than even the damages to which Q2 was entitled, not accounting for fees and expenses). As a result, Q2 was required to perform all work necessary to prepare for trial up to the date on which the Court indicated entry of default against Radius.

15. Further, the work involved in the prosecution of this case was extensive, in large part because of Radius' discovery misconduct, but also due to the nature of Q2's breach of contract claim, which involved damages resulting from hundreds of individual transactions. Indeed, while this case involves a relatively straightforward contract interpretation question regarding Radius' obligations under the parties' contract, it involved obtaining, compiling, and analyzing data from multiple sources relating to the hundreds of transactions at issue. For example, Q2 was required to engage in protracted, months-long negotiations with third-party Fidelity National Information Services, Inc. ("FIS"), which both parties subpoenaed for data and communications relating to the fraudulent transactions at issue. Although FIS ultimately produced the materials sought by Q2, it required Q2 to reimburse it for \$10,000 in fees and costs it incurred to compile the data (see further discussion below). Accordingly, compiling sufficient evidence in support of liability and damages,

and presenting that evidence in a way that was digestible to a jury, was a complex task and required extensive time and labor. Moreover, the parties took seven depositions and ultimately produced over 30,000 pages of discovery between them, which also required significant time and expense.

16. Based on the foregoing, it is my opinion that my firm spent a reasonable number of hours litigating this dispute, particularly in light of the extenuating circumstances this case presented, and that the amounts sought by Q2 as fees are reasonable and necessary.

17. It also is my opinion that the hourly rates utilized in this matter were reasonable. Radius does not object to the rates employed by Reeves & Brightwell. Although I became a partner early in the litigation, we continued to employ my associate rate of \$290/hour, which resulted in a discount of over 10%. Because I billed over half of the compensable hours in this matter, this represents a significant reduction in the amount Q2 seeks as attorneys' fees. The other hourly rates utilized in this case also are reasonable, as recognized by the Court in its grant of a prior request for attorneys' fees and as further discussed in the declaration submitted by my partner, Beverly Reeves. Attached hereto as Exhibit A-5 is a true and correct copy of Reeves & Brightwell's engagement letter with Q2.

18. The expenses and costs sought by Q2 also are reasonable and necessary. Reeves & Brightwell passed through all expenses to Q2 without any markup. Q2 has paid all of the expenses and costs sought, with the exception of the costs/expenses associated with January 2020 that were invoiced in the latest invoice and that I expect will be timely paid. As reflected in Q2's Bill of Costs and accounting of nontaxable expenses filed concurrently herewith, the general categories of reasonable costs and expenses for which Q2 seeks reimbursement include the following:

- a. Fees of the clerk;
- b. Fees for service of summons and subpoena;

- c. Fees for printed or electronically recorded transcripts necessarily obtained for use in the case;
- d. Fees for witnesses;
- e. Copying costs necessarily obtained for use in the case;
- f. Electronic discovery vendor hosting and document production fees;
- g. Reimbursement to third party FIS for expenses and fees associated with Q2's subpoenas;
- h. Travel and associated expenses relating to five out-of-town depositions;¹
- i. Rental of a conference room for a third-party deposition in Massachusetts; and
- j. Non-refundable deposit to an exhibit company retained for assistance at trial.

19. Each of these expenses was reasonably incurred in furtherance of Q2's successful breach of contract claim. For instance, given the volume of documents involved in discovery, it was necessary for Q2 to engage an electronic discovery vendor to host the documents and process productions. In addition, both parties engaged videographers to videotape depositions in this matter. For Q2 this was particularly important because all of the Radius witnesses it deposed are outside of subpoena range, and it was therefore unclear whether they would be available to testify at trial; accordingly, video of their depositions was crucial for presentation of their testimony at trial. Further, although this case did not ultimately proceed to trial, Q2 performed significant trial preparation up to the date on which the Court indicated it would be entering default against Radius. As part of that preparation, Q2 provided The Exhibit Company with a non-refundable deposit of \$2,500 to assist with exhibits and demonstratives at trial. This was a reasonable amount for assistance with these matters for a federal jury trial.

¹ The amount of the reasonable travel and associated expenses is evidenced by Reeves & Brightwell's billing records, which contain a detailed breakdown of each of the expenses for which Q2 seeks reimbursement.

20. As referenced above, both Q2 and Radius subpoenaed third party FIS in this matter. FIS processed the transactions at issue in this lawsuit and therefore had certain data and other documents that were highly relevant to Q2's breach of contract claim. After protracted negotiations and communications over a period of several months, FIS ultimately produced two iterations of a spreadsheet that contained extensive data on hundreds of transactions pursuant to Q2's subpoena for documents and searched for and produced emails relating to the fraudulent nature of those transactions. Based on the time and expense of gathering these materials, FIS represented to Q2 that it had incurred over \$30,000 in attorneys' fees associated with responding to the subpoena and asked that Q2 reimburse FIS for \$15,000 of those fees. After several rounds of negotiations, Q2 agreed to reimburse \$10,000 in costs/fees FIS has incurred to respond to the subpoenas. Attached hereto as Exhibit A-6 are true and correct copies of Q2's letter agreement with FIS, FIS' invoice to Q2 reflecting the \$10,000 reimbursement, and a payment voucher showing Q2's payment of the \$10,000. This expense was reasonable and necessary to the prosecution of Q2's breach of contract claim in light of FIS' request and the importance of the information Q2 obtained from FIS and should be awarded to Q2 as part of its nontaxable expenses.

21. On February 14, 2020, I sent Radius' counsel, David Prichard and Jon Talotta, the amounts Q2 was seeking as fees and expenses/costs in this matter and asked to confer regarding Q2's request in accordance with the Western District of Texas Local Rules. On February 17 and February 18, I sent Mr. Prichard all relevant invoices evidencing Q2's attorneys' fees request, as well as evidence of certain expenses. The majority of these invoices/evidence had been previously produced in discovery. I conferred with Mr. Prichard via telephone on February 18, 2020 regarding the amounts sought in Q2's motion for reasonable attorneys' fees, expenses, and costs. At the time of our call, Mr. Prichard had only reviewed invoices for December 2019 and January

2020 fees and expenses. He indicated to me during that call that Radius did not oppose Q2's hourly rates, and that he would confirm Radius' position on the remainder of Q2's request for fees and expenses the following day after reviewing all of Q2's invoices, the remainder of which I sent to him following our call. On the late morning of February 21, the date of this motion's filing, Mr. Prichard confirmed that Radius did not object to Reeves & Brightwell's rate and that Radius would agree that \$275,000 in attorneys' fees would be acceptable as a stipulated amount. He also indicated that Radius would stipulate that \$15,000 and \$25,000 would be reasonable for conditional awards of future fees associated with an unsuccessful post-judgment motion and an unsuccessful appeal, respectively. Radius did not agree to stipulate to an amount of expenses and costs. Finally, Mr. Prichard noted that Radius did not believe Q2 was entitled to any fees, and Radius would be challenging the award of fees and the damages amount in its Motion for Reconsideration and potentially to the Fifth Circuit, if necessary. Attached hereto as Exhibit A-7 are true and correct copies of the parties' communications.

I declare under penalty of perjury of the laws of the United States of America that the foregoing is true and accurate and that I have executed this declaration on February 21, 2020.

A handwritten signature in black ink that reads "Manasi Rodgers". The signature is written in a cursive, flowing style.

Manasi Rodgers

EXHIBIT A-1

Reeves & Brightwell LLP

221 West 6th Street, Suite 1000

Austin, TX 78701-3410

Ph:(512) 334-4500 Fax:(512) 334-4492

Federal Tax ID # 05-0549599

Q2 Software, Inc. dba Q2ebanking
 13785 Research Blvd
 Suite 150
 Austin, TX 78750

February 2, 2017

Attention: Scott Kerr

File #: Q2E100.00003

Inv #: 8818

RE: Radius Bank

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Jan-03-17	Review/analyze contract documents and communicate with Scott Kerr re background and pending issues.	0.50	187.50	RMP
Jan-04-17	Review/analyze contract documents and background information and draft/revise outline of key points/issues to consider in assessment of strategy and next steps.	3.70	1,387.50	RMP
Jan-05-17	Review/analyze in detail relevant contracts and outline key points/issues from same in connection with consideration of strategy and next steps; call with Scott Kerr to discuss issues and strategy/next steps.	4.20	1,575.00	RMP
Jan-17-17	Review/analyze background materials/questions in advance of call with Scott Kerr, and discuss next steps with Scott.	0.80	300.00	RMP
Jan-18-17	Review background documents in preparation for notice letter, including contract provisions, and draft/revise notice letter.	1.30	487.50	RMP
Jan-19-17	Draft/revise notice/demand letter to Radius, and communicate with Scott Kerr re same.	1.10	412.50	RMP
	Totals	11.60	\$4,350.00	

Total Fee & Disbursements**\$4,350.00**

Balance Due Within 30 Days of Receipt

Reeves & Brightwell LLP

221 West 6th Street, Suite 1000

Austin, TX 78701-3410

Ph:(512) 334-4500 Fax:(512) 334-4492

Federal Tax ID # 05-0549599

Q2 Software, Inc. dba Q2ebanking
13785 Research Blvd
Suite 150
Austin, TX 78750

March 6, 2017

Attention: Scott Kerr

File #: Q2E100.00003

Inv #: 8878

RE: Radius Bank

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Feb-09-17	Review/analyze status update from Scott Kerr.	0.10	37.50	RMP
Feb-22-17	Review letter from Radius and consider next steps/response.	0.20	75.00	RMP
	Totals	0.30	<hr/> \$112.50	
	Total Fee & Disbursements			<hr/> \$112.50

Balance Due Within 30 Days of Receipt

Reeves & Brightwell LLP221 West 6th Street, Suite 1000
Austin, TX 78701-3410

(512) 334-4500 Fax:(512) 334-4492

Federal Tax ID # 05-0549599

Q2 Software, Inc. dba Q2eBanking
13785 Research Blvd
Suite 150
Austin, TX 78750

September 6, 2018

File #: Q2E100.00003

Inv #: 9877

Attention: Barry Benton
RE: Radius Bank

<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>TIMEKEEPER</u>
Aug-27-18	Review/analyze background information regarding Radius dispute.	0.10	37.50	RMP
Aug-28-18	Review/analyze background documents/information in advance of call with Barry Benton re Radius - Q2 matter, and participate in call.	0.90	337.50	RMP
Aug-29-18	Review documents received from Barry in preparation for drafting pleading.	0.10	37.50	RMP
	Totals	1.10	<u>\$412.50</u>	

Total Fee & Disbursements, this invoice**\$412.50****Previous Balance****112.50**

Previous Payments

112.50

Total, including previous balance less payments**\$412.50**
=====**PAYMENT DETAILS**

Apr-06-17	Payment for invoices 8877, 8878, 8879	112.50
	Total Payments	<u>\$112.50</u>

Reeves & Brightwell LLP
 221 West 6th Street, Suite 1000
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(512) 334-4500 Fax:(512) 334-4492
Federal Tax ID # 05-0549599

Q2 Software, Inc. dba Q2ebanking
 13785 Research Blvd
 Suite 150
 Austin, TX 78750

October 4, 2018

File #: Q2E100.00003
 Inv #: 9921

Attention: Barry Benton
RE: Radius Bank

<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>TIMEKEEPER</u>
Sep-04-18	Review/analyze background materials, including recent communications, in preparation for drafting pleading.	1.00	375.00	RMP
Sep-07-18	Draft/revise original petition and review/analyze background documents/information in connection with drafting same.	1.90	712.50	RMP
Sep-08-18	Draft/revise pleading initiating lawsuit and review/analyze background information, including contract documents and emails, in preparation for drafting pleading.	3.00	1,125.00	RMP
Sep-10-18	Review/analyze communications regarding service of process.	0.20	75.00	RMP
Sep-11-18	Review/analyze information on potential agents for service of process and confer with team regarding service steps.	0.50	187.50	RMP
Sep-12-18	Research possible Radius Bank agents and addresses for service of petition, review/analyze applicable rules regarding same, communicate with Ryan Pierce regarding same, and work with Susan Serna to file petition.	1.20	480.00	SMO
Sep-13-18	Review/analyze communications regarding service of process.	0.10	37.50	RMP
Sep-18-18	Telephone call to court clerk to check on status of issuance of citation.	0.10	16.50	JLG

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Q2-Radius-008630

Invoice #: 9921 Page 2 October 4, 2018

Sep-19-18	Review/analyze communications regarding service of process and steps related to service.	0.30	112.50	RMP
	Communications with Ryan Pierce and Barry Benton regarding issuance and service of citation and communications with process server regarding same.	0.40	66.00	JLG
Sep-21-18	Review/analyze communications regarding service of process on Radius.	0.10	37.50	RMP
	Receipt and review of return of service on Radius Bank and file same with the Court.	0.20	33.00	JLG
	Totals	9.00	<u>\$3,258.00</u>	

DISBURSEMENTS

Sep-11-18	Court Fees - E-File - 9/11/18 - Plaintiff's Original Petition and Request for Disclosures	324.10
Sep-17-18	Office of the Secretary of State of TX - Searches - 9/11/18	4.11
Sep-21-18	Subpoena Fees - Service of process to Radium Bank at One Harbor St, Suite 200, Boston MA on 9/19/18 - Professional Civil Process	175.00
	Totals	<u>\$503.21</u>

Total Fee & Disbursements, this invoice

\$3,761.21

Previous Balance

412.50

Total, including previous balance less payments

\$4,173.71

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Reeves & Brightwell LLP

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Federal Tax ID # 05-0549599

Q2 Software, Inc. dba Q2ebanking
 13785 Research Blvd
 Suite 150
 Austin, TX 78750

December 5, 2018

File #: Q2E100.00003

Inv #: 10061

Attention: Barry Benton**RE:** Radius Bank

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Nov-09-18	Communications with opposing counsel re scheduling and review proposal/notes for scheduling.	0.20	75.00	RMP
Nov-11-18	Review/analyze communications from opposing counsel re scheduling proposal and Rule 26 conference.	0.20	75.00	RMP
Nov-12-18	Draft/revise thoughts for Rule 26f conference.	0.10	37.50	RMP
	Review/analyze contracts and other background materials and draft disclosures.	3.10	0.00	MPR
Nov-13-18	Communications with opposing counsel regarding Rule 26f conference and communicate with Barry regarding [REDACTED]	0.30	112.50	RMP
	Communicate (other outside counsel) -- call/Rule 26f conference with opposing counsel; meeting with Ryan Pierce regarding same; prepare for same; draft scheduling and other documents to be filed with the Court.	4.40	1,276.00	MPR
Nov-14-18	Draft/revise proposed scheduling order, discovery plan, and other documents to be filed with the Court.	0.90	261.00	MPR
Nov-15-18	Draft/revise documents to be filed with the Court; communications regarding same;	1.70	493.00	MPR

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Q2-Radius-008632

Invoice #: 10061

Page 2

December 5, 2018

	and perform research regarding content of discovery plan.			
	Draft joint motion for entry of scheduling order and joint motion for entry of protective order.	0.50	82.50	JLG
Nov-16-18	Review/analyze draft protective order.	0.10	37.50	RMP
	Draft/revise documents to be filed and communications with opposing counsel regarding same.	0.50	145.00	MPR
Nov-19-18	Review/analyze communications regarding draft protective order and scheduling order.	0.10	37.50	RMP
Nov-20-18	Review/analyze drafts of scheduling order, protective order, and Rule 26 conference; participate in call with Barry to discuss [REDACTED] and review/analyze background documents relating to [REDACTED].	1.00	0.00	RMP
	Communicate (with client) -- call with Barry Benton regarding [REDACTED]; meeting with Ryan Pierce regarding same and regarding documents to be filed; review/analyze contract in connection with [REDACTED]; email with opposing counsel regarding Court filings.	1.60	464.00	MPR
Nov-21-18	Review/analyze protective order and proposed scheduling order, and communications with client re [REDACTED].	0.50	187.50	RMP
	Review/analyze Radius' proposal regarding exchange of information and possible settlement.	0.30	87.00	MPR
Nov-26-18	Review communications from opposing counsel re possible mediation.	0.10	37.50	RMP
Nov-27-18	Review/analyze prior correspondence/documents in advance of client meeting and [REDACTED].	0.80	300.00	RMP
	Communicate (other outside counsel) -- call with opposing counsel regarding discovery plan and protective order; finalize documents for filing.	0.50	145.00	MPR

Invoice #:	10061	Page 3	December 5, 2018	
Nov-28-18	Review order from court regarding pretrial conference.	0.10	37.50	RMP
	Review/analyze order on initial pretrial conference and communications regarding same.	0.10	29.00	MPR
Nov-29-18	Review/analyze documents in advance of client meeting and meet with Barry Benton to discuss next steps and [REDACTED].	1.60	0.00	RMP
	Review/analyze contracts with Radius and FIS and other background materials in connection with client meeting; draft questions and outstanding issues list in connection with same; meeting with Barry Benton and Ryan Pierce regarding [REDACTED].	4.50	1,305.00	MPR
Nov-30-18	Review/analyze communications re minimum charges and other information relating to [REDACTED], including ongoing communications with Mansi Rodgers.	1.00	375.00	RMP
	Review/analyze [REDACTED] and other documents in connection with [REDACTED]; communications with courtroom deputy regarding initial pretrial conference; draft legal hold and communications regarding same; review and analyze contract addendum; call with Barry Benton regarding [REDACTED]; discussions with Ryan Pierce regarding same.	3.30	957.00	MPR
	Totals	27.50	\$6,557.00	
DISBURSEMENTS				
Nov-30-18	Copying - 11/1/18 - 11/30/18 - Sharp Copier Report - 31 @ 0.15		4.65	
	Totals		\$4.65	
Total Fee & Disbursements			\$6,561.65	
Balance Due Within 30 Days of Receipt				

Reeves & Brightwell LLP

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Federal Tax ID # 05-0549599

Q2 Software, Inc. dba Q2ebanking
 13785 Research Blvd
 Suite 150
 Austin, TX 78750

January 9, 2019

File #: Q2E100.00003

Inv #: 10119

Attention: Barry Benton
RE: Radius Bank

<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>TIMEKEEPER</u>
Dec-03-18	Review/analyze [REDACTED] received from client; review contracts in connection with same; call with Barry Benton regarding same; emails with Ryan Pierce regarding same.	1.60	464.00	MPR
	Compile copies of recent court filings for Ryan Pierce for his reference during joint pre-trial conference call.	0.10	16.50	JLG
Dec-04-18	Appear for/attend -- participate in pretrial conference; prepare for same; draft disclosures.	1.30	377.00	MPR
Dec-05-18	Communications with opposing counsel regarding settlement offer and possible mediation.	0.20	75.00	RMP
	Review/analyze FIS contracts; call with Ryan Pierce regarding settlement discussions with opposing counsel.	0.60	174.00	MPR
Dec-06-18	Draft/revise disclosures; review contracts and other documents in connection with same; communications with client regarding same.	2.40	696.00	MPR
Dec-07-18	Draft/revise draft disclosures; meeting with Ryan Pierce regarding case strategy and potential settlement; review contract; email opposing counsel regarding protective order; draft email regarding obtaining FIS consent to share agreement with Radius Bank.	1.50	435.00	MPR
Dec-10-18	Draft/revise disclosures.	0.50	145.00	MPR

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Q2-Radius-008635

Invoice #: 10119 Page 2 January 9, 2019

Dec-11-18	Review/analyze initial disclosures.	0.10	37.50	RMP
	Draft/revise disclosures; emails with Barry Benton regarding same.	1.90	551.00	MPR
Dec-12-18	Review/analyze communications re protective order.	0.10	37.50	RMP
	Draft/revise -- finalize disclosures; review Radius Bank's disclosures.	0.40	116.00	MPR
Dec-17-18	Review/analyze communications re possible mediation scheduling.	0.10	37.50	RMP
	Communicate (other outside counsel) -- communications regarding potential settlement and protective order.	0.10	29.00	MPR
	Totals	10.90	<u>\$3,191.00</u>	

Total Fee & Disbursements, this invoice

\$3,191.00

Previous Balance

6,561.65

Total, including previous balance less payments

\$9,752.65

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Reeves & Brightwell LLP

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Austin, TX 78701-3410

(512) 334-4500 Fax:(512) 334-4492

Federal Tax ID # 05-0549599

Q2 Software, Inc. dba Q2ebanking
 13785 Research Blvd
 Suite 150
 Austin, TX 78750

February 6, 2019

File #: Q2E100.00003
 Inv #: 10193

Attention: Barry Benton
RE: Radius Bank

<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>TIMEKEEPER</u>
Jan-02-19	Review communications re possible mediation.	0.10	37.50	RMP
Jan-03-19	Communicate (other outside counsel) -- communications with opposing counsel regarding potential mediation and protective order.	0.10	29.00	MPR
Jan-07-19	Draft/revise discovery requests and review/analyze contracts in connection with same.	2.90	841.00	MPR
Jan-08-19	Review communications re possible mediation and upcoming discovery tasks.	0.10	37.50	RMP
	Draft/revise discovery requests; review contracts/other documents; communications with client regarding case status.	2.80	812.00	MPR
Jan-09-19	Draft/revise discovery requests; review contracts and other documents for background; communications regarding referral to magistrate.	2.20	638.00	MPR
Jan-10-19	Draft/revise discovery requests; review/analyze contracts and other materials in connection with same.	1.50	435.00	MPR
Jan-11-19	Communications with opposing counsel re mediation and discussions re serving discovery.	0.10	37.50	RMP
	Other -- finalize/file notice regarding referral to magistrate.	0.10	29.00	MPR
	Prepare magistrate judge form for efilng and efile same.	0.10	16.50	JLG

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Q2-Radius-008637

Invoice #: 10193 Page 2 February 6, 2019

Jan-16-19	Review communications from opposing counsel re possible mediation.	0.10	37.50	RMP
	Communicate (with client) -- communications with client and opposing counsel regarding potential mediation; finalize protective order for filing; communications with client regarding [REDACTED].	1.10	319.00	MPR
Jan-17-19	Communications regarding possible mediation.	0.10	37.50	RMP
	Communicate (with client) -- communications with client, Ryan Pierce, and opposing counsel regarding mediation scheduling.	0.90	261.00	MPR
	Review and revise joint motion for protective order and prepare same for efilng.	0.20	33.00	JLG
Jan-18-19	Review/analyze contracts and other documents in connection with mediation statement.	0.50	145.00	MPR
Jan-23-19	Review communications re possible mediation.	0.10	37.50	RMP
Jan-29-19	Review/analyze communications re mediation and mediation location.	0.10	37.50	RMP
	Communicate (other outside counsel) -- communications with opposing counsel regarding scheduling of mediation.	0.30	87.00	MPR
Jan-30-19	Communicate (other outside counsel) -- communications with opposing counsel regarding mediation scheduling.	0.20	58.00	MPR
	Totals	13.60	<u>\$3,966.00</u>	
Total Fee & Disbursements, this invoice				\$3,966.00
Previous Balance				3,191.00
Previous Payments				3,191.00
Total, including previous balance less payments				\$3,966.00
				=====

PAYMENT DETAILS

CONFIDENTIAL

Q2-Radius-008638

Invoice #:	10193	Page 3	February 6, 2019
Jan-31-19	Inv 10119		3,191.00
			<hr/>
	Total Payments		\$3,191.00

Reeves & Brightwell LLP

221 West 6th Street, Suite 1000

Austin, TX 78701-3410

Ph:(512) 334-4500 Fax:(512) 334-4492

Federal Tax ID # 05-0549599

Q2 Software, Inc. dba Q2ebanking
 13785 Research Blvd
 Suite 150
 Austin, TX 78750

March 7, 2019

File #: Q2E100.00003

Inv #: 10253

Attention: Barry Benton**RE:** Radius Bank

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Feb-01-19	Review/analyze pleadings and contracts in connection with drafting of mediation statement; communications with opposing counsel regarding production of Q2/FIS agreement and scheduling of mediation.	1.20	348.00	MPR
	Review communications re possible mediation and production of FIS documents.	0.10	37.50	RMP
Feb-04-19	Communicate (with client) -- communications with Barry Benton and Ryan Pierce regarding [REDACTED] and mediation.	0.50	145.00	MPR
	Review/analyze communications re possible mediation.	0.10	37.50	RMP
Feb-05-19	Communicate (other outside counsel) -- call with George Rau regarding production of Q2/FIS agreement and possibility of mediation/settlement; meetings with Ryan Pierce regarding same; communications with client regarding same.	1.00	290.00	MPR
	Review/analyze communications re potential written discovery and issues around mediation discussions.	0.20	75.00	RMP
Feb-06-19	Communicate (with client) -- call with Barry Benton regarding [REDACTED]	1.30	377.00	MPR

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Q2-Radius-008640

Invoice #: 10253

Page 2

March 7, 2019

[REDACTED];

communications with Ryan Pierce regarding same; review FIS redacted agreement in connection with production of same; review larger agreement in connection with same; review/analyze Radius invoices received from client in connection with written offer of settlement.

	Review communications re possible mediation.	0.10	37.50	RMP
Feb-08-19	Communicate (in firm) -- communications with Joyce Goodman and opposing counsel regarding production of amendment to FIS/Q2 agreement; coordinate production of same.	0.30	87.00	MPR
	Review protective order and stamp document to be produced as confidential and confer with Mansi Rodgers regarding same.	0.20	33.00	JLG
Feb-11-19	Draft/revise written settlement offer.	0.20	58.00	MPR
	Review communications regarding FIS agreement and next steps in case.	0.10	37.50	RMP
Feb-12-19	Draft/revise discovery and settlement offer.	0.30	87.00	MPR
Feb-14-19	Draft/revise written settlement offer and review contract in connection with same.	0.50	145.00	MPR
	Review/analyze settlement offer required by local rules.	0.10	37.50	RMP
Feb-26-19	Communicate (other outside counsel) -- communications with opposing counsel regarding potential settlement or mediation; draft discovery requests.	0.60	174.00	MPR
	Review/analyze communications re discovery plan.	0.10	37.50	RMP
Feb-27-19	Draft/revise requests for production and interrogatories; review/analyze contracts and prior communications in connection with same.	1.00	290.00	MPR
	Review/analyze thoughts on potential discovery.	0.10	37.50	RMP

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Q2-Radius-008641

Invoice #:	10253	Page 3	March 7, 2019
Feb-28-19	Draft/revise requests for production and interrogatories and review contracts, invoices, parties' disclosures, and Radius Bank's insurance agreement in connection with same; meetings with Ryan Pierce regarding same.	4.40	1,276.00 MPR
	Totals	12.40	<hr/> \$3,647.50
	Total Fee & Disbursements		<hr/> \$3,647.50
	Balance Due Within 30 Days of Receipt		

Reeves & Brightwell LLP

221 West 6th Street, Suite 1000

Austin, TX 78701-3410

Ph:(512) 334-4500 Fax:(512) 334-4492

Federal Tax ID # 05-0549599

Q2 Software, Inc. dba Q2ebanking
 13785 Research Blvd
 Suite 150
 Austin, TX 78750

April 4, 2019

File #: Q2E100.00003

Inv #: 10315

Attention: Barry Benton**RE:** Radius Bank

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Mar-01-19	Draft/revise requests for production and interrogatories and review/analyze contracts, invoices, disclosures, and insurance agreement in connection with same; meetings with Ryan Pierce regarding same.	3.50	1,015.00	MPR
	Review/analyze and revise discovery requests, including communications with Mansi Rodgers re same.	0.30	112.50	RMP
Mar-04-19	Draft/revise interrogatories; communications with opposing counsel regarding case status and potential settlement.	2.20	638.00	MPR
	Review/analyze proposed interrogatories.	0.10	37.50	RMP
Mar-05-19	Draft/revise requests for production and interrogatories; draft corporate representative deposition topics outline; review/analyze contracts and insurance agreement in connection with same; communications with Barry Benton regarding status of case and discovery.	3.20	928.00	MPR
Mar-08-19	Review communications from opposing counsel re possible mediation and discovery tasks.	0.10	37.50	RMP
Mar-11-19	Draft/revise draft written discovery to be served on Radius Bank.	0.30	112.50	RMP

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Q2-Radius-008643

Invoice #: 10315

Page 2

April 4, 2019

Mar-12-19	Review/analyze and revise interrogatories to be served on plaintiff.	0.20	75.00	RMP
Mar-14-19	Draft/revise interrogatories; communications regarding motion to join FIS; call with Barry Benton regarding interrogatories and other discovery issues.	1.00	290.00	MPR
	Review communications re addition of Metavante to lawsuit.	0.10	37.50	RMP
Mar-15-19	Finalize and serve interrogatories; communications with Radius Bank's counsel regarding motion to join FIS.	0.40	116.00	MPR
	Review/analyze Radius's motion to join third party Metavante.	0.20	75.00	RMP
Mar-18-19	Review/analyze motion to join Metavante; meeting with Ryan Pierce regarding same; communications with client regarding same.	0.50	145.00	MPR
	Review/analyze motion to add FIS to the suit and confer with Mansi Rodgers re same.	0.20	75.00	RMP
Mar-20-19	Draft/revise notice responding to Radius Bank's motion to join Metavante; communications with Ryan Pierce regarding same.	1.20	348.00	MPR
	Review/analyze "notice" in response to motion to bring in FIS/Metavante.	0.20	75.00	RMP
	Finalize notice concerning Radius Bank's motion to add party and efile same.	0.20	33.00	JLG
Mar-21-19	Communicate (with client) -- call with Ryan Pierce and Barry Benton regarding [REDACTED]; review/analyze Radius Bank's supplement to motion to join and communications with Ryan Pierce regarding same.	0.60	174.00	MPR
	Communications with Barry Benton and Mansi Rodgers re [REDACTED], and review communications and motion from Radius' counsel re joinder of Metavante.	0.30	112.50	RMP

Invoice #: 10315 Page 3 April 4, 2019

Mar-22-19	Research -- perform research regarding [REDACTED] [REDACTED].	0.60	174.00	MPR
Mar-29-19	Review/analyze order denying motion to join FIS/Metavante; draft summary of same; communications with client and Ryan Pierce regarding same.	0.50	145.00	MPR
	Review/analyze order from Judge Pitman denying joinder of FIS.	0.20	75.00	RMP
	Totals	16.10	<u>\$4,831.00</u>	
	Total Fee & Disbursements			<u>\$4,831.00</u>
	Balance Due Within 30 Days of Receipt			

Reeves & Brightwell LLP

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Federal Tax ID # 05-0549599

Q2 Software, Inc. dba Q2ebanking

May 7, 2019

13785 Research Blvd

Suite 150

Austin, TX 78750

File #: Q2E100.00003

Inv #: 10384

Attention: Barry Benton**RE:** Radius Bank

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Apr-05-19	Review/analyze Radius Bank's responses and objections to Q2's requests for production.	0.40	116.00	MPR
Apr-07-19	Review/analyze Radius' written responses and objections to our written discovery.	0.20	75.00	RMP
Apr-10-19	Review/analyze communications re Radius employees for depositions.	0.10	37.50	RMP
Apr-11-19	Communications with Radius' counsel re deposition scheduling.	0.10	37.50	RMP
Apr-15-19	Review/analyze Radius' interrogatory responses.	0.20	75.00	RMP
Apr-16-19	Review/analyze Radius Bank's responses to Q2's interrogatories; communications with Barry Benton regarding same; meeting with Ryan Pierce regarding same.	0.50	145.00	MPR
	Review communications re discovery strategy.	0.10	37.50	RMP
Apr-17-19	Draft communication to Barry Benton regarding interrogatory responses and other discovery issues; communications with Ryan Pierce regarding same.	0.60	174.00	MPR
	Review/analyze communications re document gathering.	0.10	37.50	RMP

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Q2-Radius-008646

Invoice #:	10384	Page 2		May 7, 2019
Apr-18-19	Draft preservation notice to FIS; review pleadings in connection with same.	0.70	203.00	MPR
Apr-19-19	Draft preservation notice to FIS; communications with Ryan Pierce and Barry Benton regarding same.	0.60	174.00	MPR
	Review/analyze letter re preservation of materials by FIS.	0.10	37.50	RMP
Apr-23-19	Review communications to FIS re preservation of documents.	0.10	37.50	RMP
Apr-26-19	Review scheduling order for upcoming deadlines; communications with Ryan Pierce regarding [REDACTED] and follow up on discovery matters with Radius Bank counsel.	0.20	58.00	MPR
Apr-29-19	Communications with Radius' counsel re outstanding discovery issues.	0.10	37.50	RMP
Apr-30-19	Review/analyze requests for production received from Radius Bank; communications with Ryan Pierce regarding potential motion to compel.	0.30	87.00	MPR
	Communications with opposing counsel regarding document gathering.	0.20	75.00	RMP
	Totals	4.60	<u>\$1,444.50</u>	
	Total Fee & Disbursements			<u>\$1,444.50</u>

Balance Due Within 30 Days of Receipt

Reeves & Brightwell LLP221 West 6th Street, Suite 1000
Austin, TX 78701-3410(512) 334-4500 Fax:(512) 334-4492
*Federal Tax ID # 05-0549599*Q2 Software, Inc. dba Q2eBanking
13785 Research Blvd
Suite 150
Austin, TX 78750

June 6, 2019

File #: Q2E100.00003
Inv #: 10446**Attention:** Barry Benton
RE: Radius Bank

<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>TIMEKEEPER</u>
May-01-19	Participate in meet and confer with George Rau regarding discovery responses; review/analyze discovery requests in connection with same; draft summary of meet and confer.	1.80	522.00	MPR
May-03-19	Review/analyze discovery requests received from Radius Bank.	0.40	116.00	MPR
May-06-19	Communications with George Rau regarding discovery issues.	0.20	58.00	MPR
May-07-19	Draft responses and objections to discovery requests.	0.60	174.00	MPR
May-08-19	Communications regarding deposition strategy and schedule.	0.10	37.50	RMP
May-09-19	Communications with George Rau regarding deposition dates and discovery issues.	0.40	116.00	MPR
May-10-19	Draft subpoena requests to FIS.	0.90	261.00	MPR
May-20-19	Review/analyze subpoena for documents served on FIS.	0.10	37.50	RMP
May-21-19	Draft responses and objections to Radius Bank requests for production.	0.90	261.00	MPR
May-22-19	Perform research regarding deposition by written questions and submission of cross questions; discussion with Joyce Goodman regarding same;	0.60	174.00	MPR

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Q2-Radius-008648

Invoice #: 10446

Page 2

June 6, 2019

	review/analyze Radius document requests; communications with George Rau regarding deposition scheduling.			
	Communications with Mansi Rodgers regarding third-party document subpoena to Fidelity National Information Services.	0.10	16.50	JLG
May-23-19	Draft responses and objections to Radius requests for production.	0.70	203.00	MPR
May-24-19	Draft responses and objections to Radius requests; review scheduling order and determine upcoming deadlines; communications regarding amendment of scheduling order deadline and review notes on judge's procedure relating to same.	2.80	812.00	MPR
May-28-19	Revise responses and objections to Radius requests; draft email to Barry Benton regarding discovery matters and document collection.	0.50	145.00	MPR
	Review/analyze objections/responses to requests for documents.	0.10	37.50	RMP
May-29-19	Discuss deadlines and strategy with Ryan Pierce; communications with George Rau regarding deadline for amending pleadings.	0.30	87.00	MPR
May-30-19	Review FIS subpoena and determine [REDACTED]; communications with Ryan Pierce regarding communications with FIS counsel; finalize and serve responses and objections to Radius requests.	0.50	145.00	MPR
	Communications with FIS's counsel re third party subpoena.	0.10	37.50	RMP
	Review and revise responses and objections to request for production and arrange for service of same.	0.50	82.50	JLG
May-31-19	Meetings with Ryan Pierce regarding discovery issues; draft communication to client and George Rau regarding discovery issues and document collection efforts.	0.60	174.00	MPR
	Communications with FIS's counsel re lawsuit and re documents requested by Radius.	0.50	187.50	RMP
	Totals	12.70	\$3,684.50	

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Q2-Radius-008649

Invoice #: 10446

Page 3

June 6, 2019

Total Fee & Disbursements, this invoice**\$3,684.50****Previous Balance****1,444.50**

Previous Payments

1,444.50

Total, including previous balance less payments**\$3,684.50**

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PAYMENT DETAILS

May-30-19 Inv 10384

1,444.50

Total Payments**\$1,444.50**

Reeves & Brightwell LLP

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Austin, TX 78701-3410

Ph:(512) 334-4500 Fax:(512) 334-4492

Federal Tax ID # 05-0549599

Q2 Software, Inc. dba Q2ebanking
 13785 Research Blvd
 Suite 150
 Austin, TX 78750

July 11, 2019

File #: Q2E100.00003

Inv #: 10526

Attention: Barry Benton**RE:** Radius Bank

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Jun-03-19	Perform research regarding motion to compel; call and emails with Barry Benton regarding document collection and other discovery matters; emails to George Rau regarding same; review discovery requests in compiling document collection topics; meetings with Ryan Pierce regarding case strategy and upcoming tasks.	4.20	1,218.00	MPR
	Review communications re possible motion to compel and confer with Mansi Rodgers re same.	0.10	37.50	RMP
Jun-04-19	Review/analyze FIS objections to subpoena.	0.30	87.00	MPR
	Review/analyze communications re custodians of documents.	0.10	37.50	RMP
Jun-06-19	Call with George Rau regarding status of Radius Bank's discovery efforts; emails with Q2 document custodians; prepare for calls with same; draft motion to compel.	3.20	0.00	MPR
	Review/analyze communications re upcoming depositions.	0.10	37.50	RMP
Jun-07-19	Perform research on motion to compel; meeting with Ryan Pierce on task list; draft	2.30	0.00	MPR

Invoice #: 10526

Page 2

July 11, 2019

deposition notices; compile materials for discussion on document collection calls.

Jun-10-19	Call with Jennifer Tebbe regarding [REDACTED]; review documents/contracts/pleadings in connection with same; draft deposition notices; draft motion to compel.	3.90	1,131.00	MPR
	Communications with Mansi Rodgers re discovery and deposition strategy/tasks.	0.20	75.00	RMP
Jun-11-19	Calls with Laney Holmes, John Dube, and Doug Kuhn in connection with [REDACTED]; email with Barry Benton regarding same; emails with Laney Holmes regarding same; review materials [REDACTED].	4.10	1,189.00	MPR
Jun-12-19	Call with Barry Benton to discuss collection/review logistics; review documents previously received from client regarding [REDACTED]; further communications with Barry Benton regarding document collection efforts, vendor costs, and other discovery matters; emails with George Rau regarding discovery and ADR report.	2.60	754.00	MPR
	Review/analyze communications re document gathering and upcoming depositions.	0.20	75.00	RMP
	Provide Mansi Rodgers information on ediscovery platform; save documents for possible production to folder.	0.50	82.50	JLG
Jun-13-19	Review/analyze documents received from client; communications with Barry Benton and George Rau regarding ADR report; call with FIS counsel regarding documents; finalize deposition notices for Kevin Feeney and Phil Peters; work on 30(b)(6) notice; communications with Ryan Pierce regarding [REDACTED].	2.40	696.00	MPR
	Review/analyze documents from client regarding [REDACTED].	0.20	75.00	RMP
	Save to network documents for potential production and finalize deposition notices.	0.20	33.00	JLG

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Q2-Radius-008652

Invoice #: 10526

Page 3

July 11, 2019

Jun-14-19	Communications with Ryan Pierce regarding motion to compel; communications with opposing counsel regarding same and regarding status of Radius Bank's discovery efforts.	0.70	203.00	MPR
Jun-18-19	Draft motion to compel Radius Bank's production and deposition dates of Phil Peters; perform research in connection with same; communications with Joyce Goodman regarding same; draft motion to compel chart; compile exhibits to file with same.	3.80	0.00	MPR
Jun-19-19	Draft motion to compel and chart of same; review prior correspondence and discovery responses in connection with same; review applicable rules in connection with same.	2.70	0.00	MPR
Jun-20-19	Revise motion to compel; communications with Ryan Pierce regarding same; compile exhibits for same; communications with George Rau regarding same; communications with Barry Benton regarding same.	2.30	0.00	MPR
	Review/analyze motion to compel and communicate with Mansi Rodgers re same.	0.30	0.00	RMP
	Draft proposed order granting motion to compel, motion for telephonic hearing, and proposed order granting motion for telephonic hearing, and communications with Mansi Rodgers regarding same and compile exhibits for motion to compel.	1.30	214.50	JLG
Jun-21-19	Call with Barry Benton regarding document collection and other discovery issues; emails with George Rau regarding discovery issues and Radius Bank's production; review Radius Bank's production; call with FIS's counsel regarding FIS production and potential deposition.	1.90	551.00	MPR
	Download documents produced by Radius Bank and communications with Mansi Rodgers regarding same.	0.20	33.00	JLG
Jun-24-19	Review/analyze Radius Bank's production; meeting with Ryan Pierce to discuss tasks and	1.00	290.00	MPR

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Q2-Radius-008653

Invoice #: 10526

Page 4

July 11, 2019

case strategy; call to Chris Mugica regarding FIS document collection efforts; call to George Rau regarding discovery efforts; emails with John Dube regarding [REDACTED].

Jun-25-19	Emails with Doug Kuhn regarding [REDACTED]; communications with Joyce Goodman regarding same; call with George Rau regarding discovery issues and Radius Bank's production.	0.80	232.00	MPR
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Review communications re scheduling of depositions.	0.10	37.50	RMP
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Email communications with Barry Benton, Doug Kuhn, and John Dube [REDACTED]; download files provided by [REDACTED].	0.80	132.00	JLG
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Jun-26-19	Communications with George Rau regarding discovery issues.	0.40	116.00	MPR
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Download files from ShareFile that were uploaded [REDACTED] and communication [REDACTED] regarding same.	0.30	49.50	JLG
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Jun-27-19	Review/analyze documents produced by Radius Bank and collected from Q2 individuals; call with Chris Mugica regarding issues relating to FIS production; meetings with Joyce Goodman and Ryan Pierce regarding discovery issues.	1.50	435.00	MPR
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Upload documents to CloudNine database and communications with Mansi Rodgers regarding same; download additional documents from [REDACTED].	1.20	0.00	JLG
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Jun-28-19	Download additional documents from [REDACTED] and upload same to CloudNine database.	0.30	0.00	JLG
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Totals	44.20	\$7,821.50	
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DISBURSEMENTS

Jun-30-19	Copying - Sharp Copier Report - 6/1/19 - 6/12/19 - 383 @ 0.15	57.45
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Q2-Radius-008654

Invoice #:	10526	Page 5	July 11, 2019
	Copying - Sharp Copier Report - 6/13/19 - 6/30/19 - 545 @ 0.15	81.75	
	Totals	<hr/> \$139.20	
	Total Fee & Disbursements		<hr/> \$7,960.70
	Balance Due Within 30 Days of Receipt		

Reeves & Brightwell LLP

221 West 6th Street, Suite 1000

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Ph:(512) 334-4500 Fax:(512) 334-4492

Federal Tax ID # 05-0549599

Q2 Software, Inc. dba Q2ebanking

August 7, 2019

13785 Research Blvd

Suite 150

Austin, TX 78750

File #: Q2E100.00003

Attention: Barry Benton

Inv #: 10589

RE: Radius Bank

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Jul-01-19	Review/analyze spreadsheets regarding unfunded transactions; emails with John Dube regarding same; call with Chris Mugica and George Rau regarding FIS production; emails summarizing proposal for same; revise motion to compel Radius Bank's production and deposition dates.	3.60	1,044.00	MPR
Jul-02-19	Draft/finalize 30(b)(6) notice; communications with Ryan Pierce regarding same; review/analyze documents in connection with production of same; revise motion to compel.	4.60	0.00	MPR
	Download from ShareFile [REDACTED] and upload same to Cloud Nine database.	0.30	49.50	JLG
Jul-08-19	Communications with Barry Benton regarding documents received from document custodians.	0.10	16.50	JLG
Jul-09-19	Review/analyze documents in connection with production of same; emails with John Dube regarding [REDACTED]; email with Barry Benton regarding same; create chart of data for underlying transactions for FIS search of documents; communications with George Rau regarding meet and confer requirements.	4.40	1,276.00	MPR

Invoice #: 10589

Page 2

August 7, 2019

	Download from ShareFile information on [REDACTED] and communications with Mansi Rodgers regarding same.	0.20	33.00	JLG
Jul-10-19	Review/analyze documents in connection with production of same; communications with Ryan Pierce regarding pleading deadlines and discovery issues; communications with George Rau regarding same; revise motion to compel and perform research regarding [REDACTED] in connection with same.	4.10	1,189.00	MPR
Jul-11-19	Revise motion to compel and perform research regarding [REDACTED] in connection with same; review/analyze documents in connection with production of same; communications with Ryan Pierce regarding motion to compel.	1.90	551.00	MPR
	Review/analyze status of discovery dispute and review communications relating to same.	0.10	37.50	RMP
	Revise and finalize motion to compel and proposed order and extensive work on exhibit of emails and compile all exhibits.	1.80	297.00	JLG
Jul-12-19	Review/analyze documents in connection with production of same; finalize motion to compel and attachments; communications with Ryan Pierce and Joyce Goodman regarding same; communications with George Rau regarding discovery issues and potential motion to compel; communications with Ryan Pierce and Barry Benton regarding same.	5.40	0.00	MPR
	Draft communications to opposing counsel re discovery dispute.	0.10	37.50	RMP
	Download additional documents from [REDACTED] and upload same to CloudNine database and communications with Mansi Rodgers regarding same	0.70	0.00	JLG
Jul-15-19	Review/analyze documents in connection with production of same; prepare subpoena for Kevin Feeney.	4.50	1,305.00	MPR
	Download [REDACTED] and upload same to CloudNine database; communications with CloudNine regarding email metadata.	0.60	99.00	JLG

CONFIDENTIAL

Q2-Radius-008657

Invoice #: 10589 Page 3 August 7, 2019

Jul-16-19	Review/analyze documents in connection with production of same; communications with Ryan Pierce regarding status of Radius Bank's discovery efforts.	1.30	377.00	MPR
Jul-17-19	Review/analyze documents in connection with production of same.	2.50	0.00	MPR
Jul-18-19	Draft production specifications for initial production; communications with Joyce Goodman and vendor team regarding production; run production searches; review/analyze documents in connection with production.	2.40	696.00	MPR
	Work on document production issues and submit document production request form to CloudNine and communications with Mansi Rodgers regarding same.	2.20	0.00	JLG
Jul-19-19	Finalize production set for initial production; update motion to compel; call with Barry Benton regarding status of discovery and case strategy; meetings with Ryan Pierce regarding discovery issues and case strategy; draft email to George Rau regarding Radius Bank discovery issues/efforts; review/analyze Radius Bank production.	3.70	1,073.00	MPR
	Review/analyze proposed communications to Radius' lawyer re ongoing discovery deficiencies.	0.30	112.50	RMP
	Download document production from CloudNine FTP site and review same; communications with Mansi Rodgers regarding same; zip and password protect files and send to George Rau via ShareFile link.	1.00	165.00	JLG
Jul-22-19	Draft response to George Rau regarding discovery efforts; meetings and communications with Ryan Pierce regarding [REDACTED] and discovery issues; revise motion to compel based on latest Radius Bank production and discovery efforts; review/analyze Radius productions in connection with same; review/analyze documents for production.	4.40	0.00	MPR
Jul-23-19	Draft expert disclosures; review correspondence from opposing counsel	4.80	1,392.00	MPR

Invoice #: 10589

Page 4

August 7, 2019

	regarding discovery issues; communications with opposing counsel in response to same; communications with Ryan Pierce regarding same; communications with Ryan Pierce and Barry Benton regarding expert disclosures; review/analyze documents in connection with production of same.			
Jul-24-19	Call with Ryan Pierce regarding discovery issues; call with FIS outside counsel regarding FIS document production efforts; review/analyze documents in connection with production of same; revise expert disclosures; communications with opposing counsel regarding discovery issues including deposition scheduling and document production; communications with Barry Benton regarding expert disclosures.	3.20	928.00	MPR
Jul-25-19	Communications with opposing counsel regarding deposition scheduling and production of documents; review/analyze documents in connection with production of same; emails with Ryan Pierce regarding same; emails with Barry Benton regarding [REDACTED]; revise expert disclosures; revise motion to compel; call with Ryan Pierce regarding discovery issues.	4.70	1,363.00	MPR
Jul-26-19	Draft/revise expert disclosures; review rules/perform research in connection with same; communications with Barry Benton and Ryan Pierce regarding same; finalize same for service; communications with Sara Graves regarding [REDACTED]; review/analyze documents in connection with second production of same.	4.00	1,160.00	MPR
	Finalize expert disclosures and arrange for service of same.	0.10	16.50	JLG
Jul-29-19	Meeting with Ryan Pierce regarding case strategy; review/analyze documents in connection with production of same.	1.20	348.00	MPR
Jul-30-19	Review/analyze documents in connection with production of same; call with Barry Benton regarding [REDACTED]	3.70	1,073.00	MPR

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August 7, 2019

	[REDACTED]; review FIS agreement for [REDACTED].			
Jul-31-19	Finalize documents for second production; begin work on deposition outlines and review key documents reviewed thus far in connection with same; review and analyze documents for production of same; communications with opposing counsel regarding deposition scheduling; call with FIS outside counsel regarding FIS production and confidentiality concerns; review/analyze FIS contract regarding [REDACTED]; email communications with FIS outside counsel regarding production of agreement and CST system.	5.60	0.00	MPR
	Perform searches in database to locate next set of documents to produce and communications with Mansi Rodgers regarding same; finalize production request and submit same.	1.10	181.50	JLG
	Totals	78.60	\$14,820.50	

DISBURSEMENTS

Jul-01-19	Litigation support vendors - June 2019 Web Hosting Fee - Cloud9 Discovery LLC	43.84	
Jul-31-19	Copying - Sharp Copier Report - 7/1/19 - 7/31/19 - 841 @ 0.15	126.15	
	Totals	\$169.99	
Total Fee & Disbursements			\$14,990.49

Balance Due Within 30 Days of Receipt

Reeves & Brightwell LLP

221 West 6th Street, Suite 1000

Austin, TX 78701-3410

(512) 334-4500 Fax:(512) 334-4492

Federal Tax ID # 05-0549599

Q2 Software, Inc. dba Q2ebanking

13785 Research Blvd

Suite 150

Austin, TX 78750

September 9, 2019

File #: Q2E100.00003

Inv #: 10658

Attention: Barry Benton**RE:** Radius Bank

<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>TIMEKEEPER</u>
Aug-01-19	Finalize documents for production of same; review and analyze documents for supplemental production.	1.80	522.00	MPR
	Receipt of next set of documents for production from CloudNine and download and review same and communications with Mansi Rodgers regarding same.	0.50	82.50	JLG
Aug-02-19	Review and analyze documents for supplemental production; meeting with Ryan Pierce regarding case strategy; review rules regarding subpoena of Kevin Feeney; revise deposition notices.	1.00	290.00	MPR
	Prepare documents for production and encrypt same; communications with George Rau transmitting ShareFile link to production and transmitting password to encrypted file.	0.50	82.50	JLG
Aug-05-19	Draft subpoena requests to Kevin Feeney; communications with Joyce Goodman regarding same; communications with FIS' outside counsel regarding FIS communications and production of same.	0.90	261.00	MPR
	Upload additional documents to CloudNine database and communications with Mansi Rodgers regarding same; communications with court reporter's office to see if there is a reporter and location in Amesbury, MA to have a deposition.	0.70	115.50	JLG

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Aug-06-19	Communications with FIS' outside counsel regarding production of FIS agreement; review requests for production in connection with same; communications with Joyce Goodman regarding scheduling of Feeney deposition.	0.50	145.00	MPR
	Communications with court reporter and with Mansi Rodgers regarding location for Kevin Feeney deposition.	0.20	33.00	JLG
Aug-07-19	Call/emails with Barry Benton regarding scheduling of Q2 meetings; review/analyze documents for supplemental production; meeting with Ryan Pierce regarding case strategy.	5.70	0.00	MPR
	Communications with court reporter and Mansi Rodgers regarding location for Kevin Feeney's deposition; draft subpoena for Kevin Feeney to appear at deposition; revise notice of issuance of subpoena.	1.10	0.00	JLG
Aug-08-19	Review/analyze documents for supplemental production; finalize second set of interrogatories and amended corporate representative deposition notice for service; finalize subpoena to Kevin Feeney; create consolidated chart of uncollected fund transactions.	4.20	1,218.00	MPR
	Review/analyze draft supplemental discovery to be served on Radius.	0.30	112.50	RMP
	Revise and finalize subpoena, notice of issuance of subpoena, and document request for Kevin Feeney's deposition; work with court reporter to arrange for service of subpoena and payment of witness fee; communications with Mansi Rodgers regarding subpoena; serve subpoena on opposing counsel.	1.10	181.50	JLG
Aug-09-19	Meetings with Ryan Pierce regarding discovery issues and case strategy; review/analyze documents for supplemental production; call with FIS outside counsel regarding FIS production and deposition; draft proposal to FIS regarding same; call and email to George Rau regarding discovery matters; email with Joyce Goodman regarding discovery conference.	3.00	870.00	MPR
Aug-12-19	Telephone call to Judge Pitman's clerk regarding possibility of scheduling a discovery conference	0.20	33.00	JLG

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and communications with Ryan Pierce and Mansi Rodgers regarding same.

Aug-19-19	Draft motion for discovery conference; redact FIS agreement and communications with FIS counsel regarding same; communications with George Rau regarding discovery conference and extension of discovery deadline; review/analyze documents for production; meeting with Ryan Pierce regarding case strategy.	4.90	1,421.00	MPR
	Redact pricing information in agreements for Mansi Rodgers.	0.40	66.00	JLG
Aug-20-19	Review/analyze documents for supplemental production; draft motion for discovery conference and coordinate exhibits to same; call with FIS counsel regarding FIS production and deposition; meetings with Ryan Pierce regarding discovery matters; emails with Barry Benton regarding Q2 meeting scheduling; redact FIS agreement; attempt calls to George Rau regarding discovery matters and to satisfy conference requirement.	6.80	1,972.00	MPR
	Review/analyze communications re next steps in discovery disputes.	0.10	37.50	RMP
	Draft proposed order granting motion for discovery conference; review email correspondence with George Rau regarding discovery issues in preparation for including same as an exhibit to the motion for discovery conference and pdf same; make additional redactions in agreements.	1.20	198.00	JLG
Aug-21-19	Draft FIS subpoena; meetings with Ryan Pierce regarding same and regarding discovery matters generally; review/analyze documents for supplemental production; finalize and file motion for discovery conference and proposed order for same; perform redactions on partially privileged documents; emails with Barry Benton regarding Q2 meeting scheduling.	4.60	0.00	MPR
	Work with vendor to create images in database in order to be able to apply redactions and to create zip file of selected documents for bulk printing and communications with Mansi Rodgers regarding same; finalize compilation of email communications with opposing counsel to attach	1.70	280.50	JLG

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to motion for discovery conference, finalize motion, and efile same.

Aug-22-19	Perform redactions for partially privileged documents; call with Barry Benton regarding upcoming Q2 meetings and [REDACTED]; meetings with Ryan Pierce regarding discovery issues; draft FIS subpoena.	6.50	0.00	MPR
	Review/analyze motion for discovery conference and confer with Mansi Rodgers re same.	0.30	112.50	RMP
	Review/analyze communications regarding client meetings and confer with Mansi Rodgers re strategy and issues.	0.20	75.00	RMP
	Draft business records affidavit for FIS; locate court reporter in Jacksonville, FL for FIS deposition and revise subpoena and deposition notice to reflect court reporter's address; work on database issues.	1.10	0.00	JLG
Aug-23-19	Prepare for client meetings; review/analyze documents in connection with same; meeting with Ryan Pierce regarding discovery matters; revise FIS subpoena.	1.60	464.00	MPR
	Create reference and key document notebook for Mansi Rodgers and Ryan Pierce; upload additional documents to database; communications with court reporter regarding new date for deposition in Jacksonville, Florida; revise FIS subpoena and deposition notice to reflect new date.	2.10	346.50	JLG
Aug-25-19	Review/analyze [REDACTED] in preparation for Q2 meetings and deposition preparation and draft questions for clients.	4.50	1,305.00	MPR
Aug-26-19	Finalize and serve subpoena to FIS; review/analyze documents in connection with client meetings and preparation for depositions.	5.90	1,711.00	MPR
	Create privilege log from CloudNine and communicate with Mansi Rodgers regarding same.	0.50	82.50	JLG
Aug-27-19	Meetings at Q2 with Barry Benton, Shelley Lee, and Jesse Barbour; review/analyze documents in connection with preparation for depositions.	7.10	2,059.00	MPR

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	Review/analyze key documents produced in discovery and confer with Mansi Rodgers re same.	0.30	0.00	RMP
Aug-28-19	Meetings with Ryan Pierce regarding discovery matters and client meetings; call with FIS outside counsel regarding subpoena and FIS' production in response to same; call with George Rau regarding discovery matters including potential extension, discovery conference, and deposition scheduling; review/analyze documents in connection with preparation for depositions; communications with Joyce Goodman regarding application of redactions; draft production specifications.	3.30	957.00	MPR
	Communications with Mansi Rodgers re next steps in relation to discovery conference and tasks.	0.10	37.50	RMP
	Work on redacted documents in database and communications with CloudNine and Mansi Rodgers regarding same.	1.00	165.00	JLG
Aug-29-19	Meeting with Joyce Goodman regarding deposition prep notebooks, discovery conference, and production; review documents in connection with preparation for depositions; communications with FIS outside counsel regarding production of FIS agreement; finalize documents for supplemental production; meetings with Ryan Pierce to discuss strategy.	3.70	0.00	MPR
	Prepare next set of documents for production and work with Mansi Rodgers on same and submit production request form to CloudNine.	1.40	231.00	JLG
Aug-30-19	Meetings with Barry Benton, Ryan Pierce, Hunter Moses, John Dube, and Leslie Chaffer; call with FIS counsel regarding FIS production of date; review supplemental production before service of same.	6.60	1,914.00	MPR
	Review/analyze background materials in advance of upcoming witness meetings and participate in meetings with Q2 employees, Moses, Dube, and Chaffer.	7.00	0.00	RMP
	Communicate (in firm) with M. Rodgers about research into [REDACTED].	0.40	108.00	SDS
	Receipt and review of third set of documents for production and communications with Mansi Rodgers regarding same.	0.60	99.00	JLG

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Totals

95.60 \$17,588.50**DISBURSEMENTS**

Aug-01-19	Litigation support vendors - July 2019 Web Hosting Fee - Cloud9 Discovery LLC	131.52
Aug-26-19	Q2 v Radius Bank - witness fee - Fidelity National Information Services Inc	40.00
Aug-28-19	Copying - Sharp Copier Report - 8/1/19 - 8/31/19 - 1899 @ 0.15	284.85

Totals

\$456.37**Total Fee & Disbursements, this invoice****\$18,044.87****Previous Balance****14,990.49****Total, including previous balance less payments****\$33,035.36**

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Reeves & Brightwell LLP221 West 6th Street, Suite 1000
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*Federal Tax ID # 05-0549599*Q2 Software, Inc. dba Q2ebanking
13785 Research Blvd
Suite 150
Austin, TX 78750

October 15, 2019

File #: Q2E100.00003

Inv #: 10715

Attention: Barry Benton**RE:** Radius Bank

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Sep-02-19	Review/analyze documents in connection with preparing for deposition of Kevin Feeney.	1.10	319.00	MPR
Sep-03-19	Review production set and discussions with Joyce Goodman regarding same; emails and call to George Rau regarding discovery issues and extension of discovery deadline; call with Barry Benton regarding same; meetings with Ryan Pierce regarding same; draft deposition outline and prepare for depositions.	4.10	0.00	MPR
	Review/analyze communications regarding depositions and documents/discovery from FIS.	0.20	75.00	RMP
	Run witness searches in database and prepare same for printing; work on production issues; work on witness notebooks.	1.30	214.50	JLG
Sep-04-19	Call with George Rau regarding discovery extension; call with Barry Benton regarding discovery issues and case strategy; work on issues with document production; draft deposition outline and prepare for depositions; review documents and contracts in connection with same.	4.00	1,160.00	MPR
	Work on third document production and begin to prepare documents for next week's depositions.	2.80	462.00	JLG

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Sep-05-19	Draft deposition outlines; call with Barry Benton regarding discovery issues and case strategy; call with Chris Mugica regarding FIS subpoena issues; communications with George Rau regarding discovery deadlines; communications with Nathan Strickland regarding [REDACTED].	2.00	580.00	MPR
	Communicate (in firm) with M. Rodgers about background of the case and begin reviewing relevant [REDACTED].	0.80	0.00	SDS
	Work on document collection for upcoming depositions.	1.00	165.00	JLG
Sep-06-19	Call with George Rau regarding agreement to extend discovery deadline and discovery agreements; summarize agreement resulting from same; email update to Barry Benton; draft deposition outlines and prepare for depositions; review documents and contracts in connection with same.	2.10	609.00	MPR
	Review/analyze communications re new schedule.	0.10	37.50	RMP
	Research [REDACTED]	1.50	0.00	SDS
	Finish locating Bates-labeled documents for Damon Greenberg's deposition binder and confer with Mansi Rodgers regarding depositions.	1.10	181.50	JLG
Sep-09-19	Draft notice of withdrawal of motion for discovery conference; communications with George Rau and Ryan Pierce regarding same; work on damages update; revise deposition binders and work with Susan Serna regarding same.	1.90	0.00	MPR
	Review/analyz [REDACTED].	0.60	0.00	SDS
Sep-10-19	Call with Chris Mugica regarding FIS subpoena; work on damages update and	1.50	435.00	MPR

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review/analyze materials [REDACTED]
in connection with same; meeting with Ryan Pierce
regarding case strategy and next steps.

Sep-11-19	Compile produced documents for depositions and work with Susan Serna to create notebooks for same.	0.70	203.00	MPR
Sep-12-19	Draft/revise FIS invoice chart showing amounts Q2 paid to FIS for uncollected funds.	0.60	174.00	MPR
	Draft/revise additional discovery requests relating to [REDACTED].	1.30	0.00	SDS
Sep-13-19	Communications with Chris Mugica regarding FIS subpoena, communications with George Rau regarding scheduling of depositions, and communications with Kevin Feeney regarding scheduling of deposition.	0.50	145.00	MPR
	Review/analyze Radius' interrogatory responses.	0.10	37.50	RMP
Sep-16-19	Communications with Kevin Feeney regarding deposition; communications with George Rau regarding same; communications with Jesse Barbour regarding [REDACTED] and review/analyze same; communications with FIS outside counsel regarding FIS production and response to subpoena.	1.30	377.00	MPR
Sep-17-19	Communications with George Rau regarding Feeney deposition; communications with Jesse Barbour regarding [REDACTED] and review/analyze same; communications with FIS outside counsel regarding FIS production; review/analyze research regarding [REDACTED] and review draft requests for production relating to same.	1.20	348.00	MPR
	Review/analyze analysis of [REDACTED].	0.10	37.50	RMP
Sep-18-19	Communications with FIS outside counsel regarding FIS deposition and status of production; communications with George	0.70	203.00	MPR

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Rau and Kevin Feeney regarding Feeney deposition; revise notice of deposition and coordinate scheduling of court reporter for same.

Sep-19-19	Review/analyze Radius Bank interrogatory responses; communications with George Rau regarding meet and confer relating to same.	0.50	145.00	MPR
Sep-20-19	Draft privilege log.	1.40	0.00	MPR
Sep-23-19	Communications with Chris Mugica regarding FIS production; meeting with Ryan Pierce regarding discovery issues and case strategy; email to George Rau regarding status of Radius Bank's production and interrogatory responses.	0.90	0.00	MPR
Sep-24-19	Call with George Rau regarding Radius Bank's discovery obligations, interrogatory responses, and document production, as well as logistics of depositions and privilege log; lengthy call with Chris Mugica regarding chart produced by FIS containing data relating to uncollected fund transactions.	1.70	0.00	MPR
	Review/analyze spreadsheet produced by FIS.	0.10	37.50	RMP
Sep-25-19	Call and email communications with Chris Mugica regarding FIS chart; communications with George Rau regarding FIS chart and deficiencies in Radius Bank discovery responses in light of same; analyze FIS spreadsheet and Radius Bank interrogatory responses in connection with same, communications with Ryan Pierce and Barry Benton regarding same.	4.00	1,160.00	MPR
Sep-26-19	Review/analyze FIS chart, call with Chris Mugica regarding same and regarding production of underlying emails; call with George Rau regarding same and regarding confidentiality obligations under protective order; draft protective order acknowledgement and communications internally and with Barry Benton regarding same; draft privilege log and communications regarding same.	3.50	1,015.00	MPR
	Review/analyze FIS document production and confer with Mansi Rodgers re same.	0.20	75.00	RMP

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Sep-27-19	Review/analyze FIS chart; emails with Barry Benton and Shelley Lee regarding issues in case; call and email communications with Chris Mugica regarding FIS production of emails referenced in chart and deposition of FIS custodian.	3.30	957.00	MPR
	Communicate (in firm) with M. Rodgers regarding additional background researching concerning recent production by third party.	0.20	0.00	SDS
Sep-30-19	Prepare for depositions of Damon Greenberg and corporate representative; draft outline and review documents in connection with same; communications with George Rau regarding discovery deficiencies; review FIS chart and [REDACTED].	3.20	928.00	MPR
	Totals	51.60	<u>\$10,081.00</u>	

DISBURSEMENTS

Aug-30-19	Imaging for Redacting - Cloudnine	109.60
Sep-01-19	Litigation support vendors - August 2019 Web Hosting Fee - Cloud9 Discovery LLC	131.52
Sep-03-19	Subpoena Fees - Service of Deposition Subpoena on Kevin Feeney - Huseby.com	185.00
Sep-08-19	Courier Service from Reeves & Brightwell LLP to Jackson Walker LLP - 8/26/19 - Courier Depot	10.00
Sep-30-19	Copying - Sharp Copier Report - 9/1/19 - 9/30/19 3533 @ 0.15	529.95
	Totals	<u>\$966.07</u>
Total Fee & Disbursements		<u>\$11,047.07</u>

Balance Due Within 30 Days of Receipt

Reeves & Brightwell LLP

221 West 6th Street, Suite 1000

Austin, TX 78701-3410

Ph:(512) 334-4500 Fax:(512) 334-4492

Federal Tax ID # 05-0549599

Q2 Software, Inc. dba Q2ebanking
 13785 Research Blvd
 Suite 150
 Austin, TX 78750

November 6, 2019

File #: Q2E100.00003

Inv #: 10781

Attention: Barry Benton**RE:** Radius Bank

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Oct-01-19	Prepare for depositions; emails with Barry Benton regarding FIS chart; communications with George Rau regarding discovery matters; draft deposition outline and review documents in connection with same.	1.40	406.00	MPR
Oct-02-19	Prepare for depositions, including drafting outline and reviewing documents; meetings with Ryan Pierce regarding discovery issues; review contracts and statements of work in connection with depositions; review/analyze FIS spreadsheet.	2.20	638.00	MPR
	Review/analyze documents/issues relating to Phil Peters in advance of upcoming deposition.	0.20	75.00	RMP
Oct-03-19	Communications with George Rau regarding discovery issues and regarding deposition of Damon Greenberg; review documents and communications with Joyce Goodman and others regarding privilege log and production issues.	0.80	232.00	MPR
Oct-04-19	Review [REDACTED] and communications with Mansi Rodgers regarding same.	0.60	99.00	JLG
Oct-07-19	Prepare for depositions; communications with George Rau regarding same and regarding FIS	6.10	1,769.00	MPR

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production; communications with Joyce Goodman regarding deposition exhibits; meeting with Ryan Pierce regarding deposition and discovery issues.

Oct-08-19	Meetings with Ryan Pierce regarding depositions and other discovery issues; communications with George Rau regarding depositions; communications with Barry Benton regarding same; review/analyze documents and draft Greenberg/30b6 outline and otherwise prepare for depositions.	5.60	1,624.00	MPR
Oct-09-19	Review/analyze key documents/materials in advance of Phil Peters' deposition.	1.80	675.00	RMP
Oct-10-19	Prepare for depositions; assist Ryan Pierce in preparation for Peters deposition; draft outline and review documents in connection with deposition preparation; communications with Ryan Pierce regarding same.	3.90	1,131.00	MPR
Oct-11-19	Prepare for depositions of Greenberg and Peters; meetings with Ryan Pierce regarding same; review documents and review potential exhibits in connection with same; communications with FIS' outside counsel regarding FIS production.	3.70	1,073.00	MPR
	Review/analyze key documents/materials in preparation for Phil Peters deposition.	1.20	450.00	RMP
Oct-12-19	Review/analyze documents and choose exhibits for potential use at trial; review/analyze key agreement provisions.	1.30	377.00	MPR
Oct-13-19	Prepare for depositions, including meetings with Ryan Pierce and revising outline and reviewing/analyze documents to use as exhibits.	5.30	1,537.00	MPR
	Draft/revise deposition outline for upcoming deposition of Phil Peters.	1.80	675.00	RMP
Oct-14-19	Prepare for depositions, including meetings with Ryan Pierce, preparing final outline and exhibits for use at deposition; communications with Joyce Goodman regarding same; communications with George Rau regarding privilege log and discovery issues; communications with Barry Benton regarding	7.10	2,059.00	MPR

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deposition logistics; revise 30(b)(6) notice and re-serve same; communications regarding same.

	Draft/revise outline for Phil Peters deposition, including review/analysis of key documents and information.	5.70	2,137.50	RMP
Oct-15-19	Communications and calls with Chris Mugica regarding FIS production of emails; review/analyze FIS spreadsheet and provide detailed request to FIS for emails based off same; review outline and exhibits and perform final preparation for deposition; communications and meetings with Ryan Pierce regarding same.	8.60	2,494.00	MPR
	Draft/revise outline for deposition of Peters and confer with Mansi Rodgers re depositions.	4.80	0.00	RMP
	Prepare additional documents for deposition exhibits and download [REDACTED].	1.30	214.50	JLG
Oct-16-19	Perform final preparation for deposition; attend and participate in deposition of Damon Greenberg; meetings with Ryan Pierce and Barry Benton in connection with same.	9.50	2,755.00	MPR
	Appear/attend deposition of Damon Greenberg and communications with Mansi Rodgers and Barry Benton before and after deposition.	9.50	3,562.50	RMP
Oct-17-19	Meeting with Ryan Pierce regarding Peters deposition; prepare subpoena for Robert Landstein; draft document requests to Radius Bank.	2.50	725.00	MPR
	Prepare for deposition of Phil Peters, including review/analysis of documents/exhibits and other documents.	4.80	1,800.00	RMP
	Research to locate Robert Landstein; draft notice of deposition, subpoena, and notice of issuance of subpoena to Robert Landstein.	0.90	148.50	JLG
Oct-18-19	Draft additional discovery requests to Radius Bank; call with Ryan Pierce regarding Phil Peters deposition; review rules regarding 30b6 testimony.	1.40	406.00	MPR

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	Appear/attend deposition of Phil Peters, including communications during day with Barry Benton re same and communications with Mansi Rodgers at end of day to discuss next steps/strategy.	8.00	3,000.00	RMP
	Revise subpoena, deposition notice, and notice of issuance of subpoena to Robert Landstein and telephone call to confirm current work address.	0.50	82.50	JLG
Oct-21-19	Prepare for deposition of Kevin Feeney; draft task list and meeting with Ryan Pierce regarding same and regarding case strategy.	2.90	841.00	MPR
	Communications with Mansi Rodgers and court reporter for Damon Greenberg's deposition to determine if can get expedited transcript.	0.20	33.00	JLG
Oct-22-19	Prepare for deposition of Kevin Feeney; meeting with Ryan Pierce regarding case strategy and tasks; meeting with Steven Seybold regarding privilege log; communications with George Rau and Chris Mugica regarding outstanding discovery issues.	2.60	754.00	MPR
	Communicate (in firm) with M. Rodgers about compiling privilege log and potential upcoming motions to compel.	0.70	189.00	SDS
	Communications with court reporter in Boston regarding deposition of Robert Landstein and communications with Mansi Rodgers regarding same; revise and finalize subpoena and notice of issuance of subpoena to Robert Landstein.	1.10	181.50	JLG
Oct-23-19	Prepare for deposition of Kevin Feeney; call with Barry Benton regarding same and regarding case strategy; emails with Ryan Pierce regarding same; finalize Landstein subpoena; work with internal team to create damages chart [REDACTED].	1.40	406.00	MPR
	Email communications with process server regarding service of subpoena on Robert Landstein and email communications with opposing counsel transmitting notice of	1.10	0.00	JLG

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Q2-Radius-008675

Invoice #: 10781

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	issuance of subpoena; review scheduling order and local rules to determine and calendar all pre-trial deadlines and communicate with Mansi Rodgers regarding same.			
Oct-24-19	Communications with opposing counsel re outstanding discovery issues and possible mediation.	0.30	112.50	RMP
	Finalize and efile Rule 7 disclosure statement; communications with process server regarding service of subpoena on Robert Landstein; communications with court reporter regarding location closer to Brockton for Mr. Landstein's deposition.	0.50	82.50	JLG
Oct-25-19	Prepare for deposition of Kevin Feeney; draft discovery requests; perform research in connection with potential motions to compel; communications with George Rau regarding customer data pulls and review/analyze records regarding same; communications with Steven Seybold regarding FIS motion to compel.	4.50	1,305.00	MPR
	Work on location for Robert Landstein's deposition that is closer to Brockton, MA and communications with Mansi Rodgers regarding same; draft amended subpoena and amended notice of issuance of deposition with new address.	1.30	0.00	JLG
Oct-28-19	Prepare for deposition of Kevin Feeney.	5.00	1,450.00	MPR
	Finalize amended subpoena and amended notice of issuance of subpoena and serve same on opposing counsel and send to court reporter and send to witness Robert Landstein; return meeting room contract to Hyatt Place Braintree to reserve room for Robert Landstein's deposition.	1.00	165.00	JLG
Oct-29-19	Perform last minute preparation for deposition of Kevin Feeney; attend and participate in deposition; meeting with Radius Bank team regarding discovery issues and potential mediation; call with Ryan Pierce regarding same.	5.50	1,595.00	MPR
Oct-30-19	Review/analyze Landstein documents in	2.30	667.00	MPR

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Q2-Radius-008676

Invoice #: 10781

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November 6, 2019

connection with his deposition; communications with Barry Benton, Coy Joyner, and Ryan Pierce regarding Q2 depositions and scheduling of same; review Phil Peters deposition transcript.

Oct-31-19	Draft letter to Chris Mugica regarding FIS production of emails with Radius Bank; review research done by Steven Seybold in connection with same; draft second set of RFPs to Radius Bank; review Peters transcript in connection with same; meetings with Ryan Pierce regarding case strategy; review Greenberg transcript; draft motion to compel Radius documents.	5.20	1,508.00	MPR
	Draft/revise discovery deficiency letter to third party FIS.	0.10	27.00	SDS
	Communications with court reporter regarding location for Tracie Kosakowski's deposition and communications with Mansi Rodgers and Ryan Pierce regarding same; communications with court reporter regarding change to Damon Greenberg's deposition transcript.	0.70	115.50	JLG
	Totals	136.90	<u>\$39,577.50</u>	

DISBURSEMENTS

Oct-01-19	Litigation support vendors - September 2019 Web Hosting Fee - Cloud9 Discovery LLC	131.52
Oct-15-19	Vonlane Transportation - (Aus/Houston/Aus) - MPR	198.00
	Out-of-town travel - Hotel - Hyatt Regency (Houston) - RMP	1,143.64
	Out-of-town travel - Reimbursement for mileage-(Austin/Houston/Austin)-326 miles @ \$0.58/mile - personal vehicle - RMP	189.08
	Out-of-town travel - Hotel - Hyatt Regency (Houston) - MPR	1,002.16
Oct-16-19	Out-of-town travel - Lunch - Southside Market - RMP	17.59
Oct-17-19	Out-of-town travel - Lunch/Snacks - Poke Fresh-Houston / Einstein Bros - RMP	34.35
	Out-of-town travel - Dinner - Hyatt Regency (Houston) - RMP; Mansi Rodgers; Barry Benton (Q2 General Counsel)	115.88

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Q2-Radius-008677

Invoice #:	10781	Page 7	November 6, 2019
Oct-26-19	Videotape Services of Phillip Peters - 7 hours - 7 disks - 10/18/19 - U.S. Legal Support		1,270.00
Oct-28-19	Out-of-town travel - Airfare (Aus/Boston/Aus) - Delta Airlines - MPR		442.59
Oct-29-19	Out-of-town travel - Hotel - Marriott Courtyard (Boston) - MPR		270.87
	Out-of-town travel - Transportation - Uber - 10/28/19 - 10/29/19 (3 trips) - MPR		179.78
	Out-of-town travel - Airport Parking (ABIA) - MPR		50.00
Oct-31-19	Copying - Sharp Copier Report - 10/1/19 - 10/31/19 - 6101 @ 0.15		915.15
	Deposition transcripts - Original & 1 electronic certified copy of transcript of Phillip Peters - 10/18/19 - U.S. Legal Support, Inc		1,838.05
	Deposition transcripts - Original & 1 electronic certified copy of transcript of Damon Greenberg - 10/16/19 - U.S. Legal Support Inc		2,593.70
Totals			<hr/> \$10,392.36
Total Fee & Disbursements			<hr/> \$49,969.86
Balance Due Within 30 Days of Receipt			

Reeves & Brightwell LLP

221 West 6th Street, Suite 1000

Austin, TX 78701-3410

Ph:(512) 334-4500 Fax:(512) 334-4492

Federal Tax ID # 05-0549599

Q2 Software, Inc. dba Q2ebanking
 13785 Research Blvd
 Suite 150
 Austin, TX 78750

December 9, 2019

Attention: Barry Benton

File #: Q2E100.00003

Inv #: 10857

RE: Radius Bank

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Nov-01-19	Draft motion to compel Radius Bank discovery; review Coy Joyner documents in connection with deposition preparation; email communications with Coy Joyner regarding same; draft second set of RFPs to Radius Bank; communications with Ryan Pierce and Barry Benton regarding deposition of Tracie Kosakowski; communications with Chris Mugica regarding FIS production of documents.	4.30	1,247.00	MPR
	Revise and finalize second request for production and serve same on opposing counsel.	0.30	49.50	JLG
Nov-04-19	Call with Barry Benton regarding [REDACTED]; meetings with Ryan Pierce regarding discovery issues and case strategy; finalize letter to FIS regarding documents; communications with George Rau regarding discovery deficiencies; finalize Kosakowski deposition notice; communications with John Dube regarding [REDACTED]; draft motion to compel Radius documents/data.	3.20	928.00	MPR
	Communications with court reporter regarding correcting transcript; receive corrected transcript and save same to network and	0.30	49.50	JLG

Invoice #: 10857

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December 9, 2019

communications with Mansi Rodgers regarding same.

Nov-05-19	Call with Chris Mugica ; perform research regarding [REDACTED]; draft motion to compel Radius documents/data; meetings with Ryan Pierce regarding case strategy; review/analyze Radius document production; prepare for upcoming depositions.	3.20	928.00	MPR
Nov-06-19	Draft response to George Rau regarding document and other discovery issues; communications/meetings with Ryan Pierce regarding same; communications/call with Barry Benton regarding [REDACTED]; communications regarding privilege log; review/analyze FIS subpoena and [REDACTED]; communications with Ryan Pierce regarding same; communications with John Dube regarding [REDACTED]; draft damages disclosure; communications/call with Chris Mugica regarding FIS subpoena; communications regarding [REDACTED] and perform research regarding same; review/analyze Radius Bank's production of data and communications with Barry Benton, George Rau, and Ryan Pierce regarding same.	5.70	0.00	MPR
	Review/analyze documents produced by Radius regarding fraudulent transactions.	0.70	262.50	RMP
Nov-07-19	Communications with FIS regarding subpoena; communications with Ryan Pierce regarding same; revise damages disclosure; prepare for initial meeting with Coy Joyner and communications with Ryan Pierce regarding same; communications with Radius Bank regarding production of Greenberg transcript to FIS and review/analyze transcript to provide page/line designations for same; communications with Steven Seybold regarding privilege log; review/analyze documents and compile same for Landstein and Kosakowski depositions; communications with Joyce Goodman and Ryan Pierce regarding same; perform research regarding	5.70	1,653.00	MPR

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	<div style="background-color: black; width: 300px; height: 40px; margin-bottom: 5px;"></div> <div style="background-color: black; width: 250px; height: 20px; display: inline-block;"></div> in connection with same.			
	Review/analyze communications/documents regarding Coy Joyner preparation.	0.10	37.50	RMP
	Draft/revise privilege log entries based on recent agreements.	0.90	243.00	SDS
	Prepare documents for Ryan Pierce to review to prepare for Robert Landstein and Tracie Kosakowski's depositions; prepare amended complaint for filing.	1.10	181.50	JLG
Nov-08-19	Meeting with Coy Joyner for deposition preparation; meeting with Ryan Pierce regarding same; call with Barry Benton regarding deposition timing; draft letter to George Rau regarding deposition and other discovery issues; communications with Coy Joyner regarding <div style="background-color: black; width: 100px; height: 15px; display: inline-block;"></div> ; communications with Chris Mugica regarding FIS subpoena.	6.00	1,740.00	MPR
	Appear/attend deposition preparation with Coy Joyner and meet with Mansi Rodgers afterwards to discuss next steps/discovery.	2.80	1,050.00	RMP
Nov-11-19	Meetings with Ryan Pierce regarding Landstein deposition, FIS subpoena, Radius motion to compel and other general case strategy; call with Chris Mugica regarding proposal for subpoena; draft proposal of same; draft motion to compel aimed at Radius Bank and review documents/transcripts in connection with same.	6.20	1,798.00	MPR
	Draft/revise outline of thoughts/issues for Landstein deposition, including review of deposition testimony relating to him.	1.30	0.00	RMP
Nov-12-19	Call with Chris Mugica regarding FIS subpoena; draft questions for FIS chart; compile/review Coy Joyner prep documents; draft motion to compel; meeting with Steven regarding FIS motion to compel; call with Barry Benton regarding FIS subpoena and other discovery issues; finalize and serve supplemental disclosures.	5.30	0.00	MPR

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	Review/analyze documents for deposition of Robert Landstein.	0.20	75.00	RMP
Nov-13-19	Draft questions on FIS spreadsheet for FIS counsel; draft motion to compel aimed at Radius Bank; gather documents for Coy Joyner prep meeting; communications with Coy Joyner regarding same; communications with Radius counsel to satisfy meet and confer obligations in advance of filing motion to compel; communications with FIS counsel regarding subpoenaed documents; communications with Radius counsel regarding deposition scheduling.	5.50	1,595.00	MPR
	Draft/revise motion to compel against FIS for production of discovery materials and deposition.	1.40	0.00	SDS
Nov-14-19	Prepare for deposition prep meeting with Coy Joyner; draft motion to compel and review/analyze documents, deposition transcript, and other materials in connection with same; call with FIS counsel; communications with Radius counsel regarding deposition scheduling; work on FIS motion to compel and communications with Steven Seybold regarding same; communications with Joyce Goodman regarding Radius motion to compel and exhibits to same.	6.80	1,972.00	MPR
	Draft/revise motion to compel against FIS for production and deposition, including incorporating comments from Mansi Rodgers.	2.80	0.00	SDS
	Prepare exhibits for Ryan Pierce to use at Robert Landstein's deposition; draft motion for leave to file under seal; review motion to compel production and compile exhibits for same; confer with Mansi Rodgers regarding same.	2.90	478.50	JLG
Nov-15-19	Meeting with Coy Joyner, Barry Benton, Hunter Moses, and Ryan Pierce in preparation for upcoming depositions; draft/revise motion to compel Radius documents; communications with FIS counsel regarding transition to new counsel and production of documents;	7.00	2,030.00	MPR

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communications with Barry Benton regarding same.

Attend deposition preparation with Coy Joyner and communicate with Mansi Rodgers re same.	5.00	1,875.00	RMP
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Draft proposed order granting motion to compel and proposed order granting motion to file documents under seal; revise motion to compel and motion to file documents under seal and finalize exhibits to both; communications with Mansi Rodgers regarding same; draft and revise notice of continuation of corporate representative deposition; communications with court reporter regarding coverage for corporate representative deposition; prepare additional documents for exhibits to Robert Landstein's deposition.	2.90	478.50	JLG
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Nov-17-19	Review/analyze Radius data and summarize same in preparation for re-opened 30(b)(6) deposition.	1.40	406.00	MPR
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Nov-18-19	Draft/revise motion to compel and accompanying affidavit; call with FIS' new outside counsel regarding status of FIS' production of documents; email communications with client regarding same; finalize and file motion to compel; review/analyze Radius data and draft summary/questions relating to same in preparation for continued 30(b)(6) deposition.	6.20	1,798.00	MPR
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Prepare for depositions of Greenberg and Landstein, including review/analysis of documents and prior testimony in case.	3.50	1,312.50	RMP
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Prepare additional documents for deposition exhibits; upload new documents from Radius Bank into database; revise exhibits to motion to compel and motion to file under seal; finalize all filings and prepare same for efilings and efile same; confirm arrangements for Wednesday's depositions.	2.50	412.50	JLG
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Nov-19-19	Review/analyze documents [REDACTED]; communications with Barry Benton regarding [REDACTED]	4.50	1,305.00	MPR
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[REDACTED] and discussions with FIS; communications with Joyce Goodman regarding supplemental production of documents and regarding confidentiality of deposition transcripts.

Prepare for depositions of Greenberg and Landstein, including drafting outlines and review/analysis of documents and organization of exhibits/materials.	8.30	3,112.50	RMP
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Communications with Mansi Rodgers regarding [REDACTED] and review protective order regarding same; review documents in database to confirm redactions were made; calculate pretrial submission deadlines based on date for pretrial scheduling order.	1.00	165.00	JLG
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Nov-20-19	Draft responses and objections to second set of RFPs; perform damages analysis and review spreadsheets, invoices, and data relating to same; calls with Ryan Pierce regarding Landstein and continued 30(b)(6) depositions.	5.00	1,450.00	MPR
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Appear/attend depositions of Greenberg and Landstein.	6.50	2,437.50	RMP
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Nov-21-19	Review/analyze [REDACTED]; draft privilege log; call with George Rau regarding discovery matters; revise responses and objections to RFPs; perform damages analysis; call and email exchange with FIS' counsel; communications with Ryan Pierce and Barry Benton regarding same.	4.60	1,334.00	MPR
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Review/analyze notes/issues from depositions, draft update for client, and travel back to Austin.	6.00	0.00	RMP
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Nov-22-19	Meetings with Ryan Pierce and Luke regarding case strategy and upcoming tasks; perform research regarding [REDACTED] [REDACTED] draft response to Dave Gettings regarding same; review [REDACTED] [REDACTED]; perform damages analysis	5.00	1,450.00	MPR
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Invoice #: 10857

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and review documents in connection with same.

	Communications with opposing counsel re settlement offer and issues relating to discovery disputes, and confer with Mansi Rodgers re same.	1.00	375.00	RMP
	Review/analyze background of litigation and upcoming pretrials tasks and meeting with Ryan Pierce and Mansi Rodgers to discuss same.	1.00	290.00	LCM
	Provide copies of pleadings and discovery responses to Luke McHenry for review.	0.20	33.00	JLG
Nov-24-19	Review/analyze key documents including pleadings, discovery responses, and contractual documents; review billing information [REDACTED].	1.30	377.00	LCM
Nov-25-19	Revise privilege log; review/analyze [REDACTED]; prepare final set for supplemental production; communications with Ryan Pierce regarding case strategy; review [REDACTED] and meet with Luke McHenry regarding same; draft prep questions for Coy Joyner prep session.	4.10	1,189.00	MPR
	Review/analyze prior invoices to [REDACTED] and confer with Mansi Rodgers on same.	0.80	232.00	LCM
	Prepare additional documents for production and work with CloudNine regarding same; review documents from CloudNine; revise privilege log.	1.20	198.00	JLG
Nov-26-19	Draft [REDACTED]; draft response to Dave Gettings; communications with Ryan Pierce regarding FIS subpoena and other discovery matters; communications with George Rau regarding agreed order; communications with Chris Petersen regarding subpoena and deposition; communications with Barry Benton regarding discovery matters and deposition of Chris	5.50	1,595.00	MPR

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Petersen; revise FIS motion to compel; draft trial exhibit list.

Communications with Mansi Rodgers re edits/thoughts on communications to FIS' counsel re discovery issues.	0.20	75.00	RMP
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Finalize latest document production and zip and encrypt and produce same to opposing counsel.	1.40	231.00	JLG
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Nov-27-19	Calls with Dave Gettings regarding FIS production and recovery of fees; call with Ryan Pierce regarding same; communications with Chris Petersen and George Rau regarding Petersen subpoena and deposition; communications with Ryan Pierce regarding same; draft [REDACTED] for Coy Joyner prep; revise responses and objections to RFPs; review/analyze Chris Petersen documents in connection with preparation for deposition.	4.00	1,160.00	MPR
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Review/analyze ongoing communications re negotiations with FIS concerning discovery and witness.	0.20	75.00	RMP
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Totals	157.00	<u>\$39,684.50</u>	
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DISBURSEMENTS

Nov-01-19	Deposition transcripts - Videotape Services of Damon Greenberg Deposition - 10/16/19 - U.S. Legal Support	1,565.00
	Litigation support vendors - October 2019 Web Hosting Fee - Cloud9 Discovery LLC	131.52
Nov-08-19	Subpoena Fees - Service of process to Robert Landstein c/o HarborOne Bank - Huseby Global Litigation	175.00
Nov-19-19	Deposition transcripts - Video Services of Kevin Feeney Deposition - 10/29/19 - Huseby Global Litigation	580.00
	Deposition transcripts - Original Transcript of Kevin Feeney - 10/29/19 - Huseby Global Litigation	758.00
Nov-20-19	Hyatt Place (Boston) - Conference Room for Depositions - 11/20/19	420.00
Nov-30-19	Copying - Sharp Copier Report - 11/1/19 - 11/30/19 - 3391 @ 0.15	508.65

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Totals

\$4,138.17

Total Fee & Disbursements

\$43,822.67

Balance Due Within 30 Days of Receipt

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221 West 6th Street, Suite 1000

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Federal Tax ID # 05-0549599

Q2 Software, Inc. dba Q2ebanking
 13785 Research Blvd
 Suite 150
 Austin, TX 78750

January 13, 2020

Attention: Barry Benton

File #: Q2E100.00003

Inv #: 10903

RE: Radius Bank

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Dec-01-19	Prepare for Coy Joyner deposition; meetings with Ryan Pierce regarding same; meeting with Coy Joyner to prepare for deposition; perform redactions on billing invoices.	5.00	1,450.00	MPR
	Prepare for meeting with Coy Joyner and participate in deposition preparation meeting with Coy and Mansi Rodgers and Barry Benton.	3.80	0.00	RMP
Dec-02-19	Review/analyze FIS agreement in advance of Joyner deposition; meetings with Barry Benton, Coy Joyner, George Rau, and Tracie Kosakowski regarding deposition and discovery issues; draft proposed agreement regarding discovery issues; draft search terms for use to cull Radius documents; call to Dave Gettings regarding FIS subpoena.	5.80	1,682.00	MPR
	Meet with Mansi Rodgers to discuss settlement strategy and issues around deposition of Coy Joyner.	0.20	75.00	RMP
	Review Q2's document production and revise responses to interrogatories.	0.60	99.00	JLG
Dec-03-19	Attend and defend Coy Joyner deposition; meetings with Barry Benton, Coy Joyner, and Ryan Pierce in connection with same; communications with George Rau regarding	8.50	2,465.00	MPR

discovery matters, including Radius' document collection and search efforts.

	Communications with Mansi Rodgers re Coy Joyner's deposition and next steps in regard to discovery.	0.10	37.50	RMP
Dec-04-19	Review/analyze documents in connection with preparation for Chris Petersen deposition; communication with George Rau regarding discovery matters, including Radius Bank document search/collection and Petersen deposition; call with Dave Gettings regarding FIS subpoena; finalize and serve responses & objections to Radius' second set of RFPs; review/analyze responses and objections received from Radius Bank.	3.20	928.00	MPR
	Review/analyze Radius' objections to second set of document requests.	0.20	75.00	RMP
Dec-05-19	Review/analyze documents in connection with deposition of Chris Petersen; meeting with Ryan Pierce regarding FIS affidavit; perform research regarding same and regarding other issues in connection with trial preparation; draft concepts for business records affidavit and communications with Ryan Pierce regarding same; communications with George Rau regarding discovery matters; call with Dave Gettings; communications with Barry Benton regarding FIS subpoena; communications with Chris Petersen regarding deposition.	5.60	1,624.00	MPR
	Review/analyze draft of agreed order relating to discovery dispute.	0.10	37.50	RMP
Dec-06-19	Call and email communications with George Rau regarding agreed order on motion to compel; revise same and review/analyze local rules in connection with same; communications with Ryan Pierce regarding same; draft letter agreement with FIS; call with Dave Gettings regarding same; call with Barry Benton regarding Chris Petersen deposition; emails with Chris Petersen regarding deposition.	3.40	986.00	MPR

	Draft/revise orders relating to Radius' discovery and FIS' discovery.	0.30	112.50	RMP
Dec-09-19	Prepare for meeting with Chris Petersen, including review/analyze relevant documents; draft direct questions for Chris Petersen deposition; meeting with Chris Petersen and call with Barry Benton regarding deposition; communications with Ryan Pierce and Barry Benton regarding same; revise letter agreement with FIS and communications with Barry Benton, Ryan Pierce, and Dave Gettings regarding same; communications with George Rau regarding Petersen deposition.	6.60	1,914.00	MPR
Dec-10-19	Attend, defend, and participate in deposition of Chris Petersen; meetings with Barry Benton and Chris Petersen in connection with same; participate in trial strategy meeting with Ryan Pierce and Luke McHenry; review of attorneys' fees issues and communications with Luke McHenry regarding same; communications with George Rau regarding Radius production search terms; communications with Dave Gettings regarding FIS letter agreement.	5.60	1,624.00	MPR
	Review/analyze upcoming trial tasks and consider strategy in relation to same.	0.80	300.00	RMP
	Review/analyze case law, local rules, and other materials regarding recovery of attorneys' fees; review/analyze rules regarding motions in limine.	2.10	609.00	LCM
	Perform research regarding recovery of attorneys' fees.	2.50	0.00	LCM
Dec-11-19	Meetings with Ryan Pierce regarding trial strategy and tasks; meeting with Luke McHenry regarding recovery of attorneys' fees and timing of same; communications with George Rau regarding discovery matters; redact billing invoices; communications with John Dube regarding uncollected fund details.	3.10	899.00	MPR
	Perform research regarding recovery of attorneys' fees and issues related to same.	5.50	1,595.00	LCM
Dec-12-19	Meetings with Ryan Pierce regarding trial strategy and FIS comments on letter	2.30	667.00	MPR

agreement; review/analyze FIS changes to letter agreement; call with Barry Benton regarding settlement conversation with Radius in-house counsel; review/analyze Q2/Radius agreement regarding confidentiality of agreement terms and communications with Barry Benton regarding same; communications with Luke McHenry regarding research on recovery of attorneys' fees; meet and confer with George Rau regarding Radius' responses to second set of RFPs and discussions regarding depositions and search terms.

	Meet with Mansi Rodgers and Barry Benton to discuss status of settlement talks and re next steps/tasks for trial preparation, including review of communications relating to same.	0.80	300.00	RMP
	Perform research regarding recovery of attorneys' fees and issues related to same, and draft memo summarizing same.	8.50	0.00	LCM
	Review/analyze FIS comments on letter agreement and confer with Mansi Rodgers on same.	0.30	87.00	LCM
	Format uncollected funds spreadsheet for Mansi Rodgers; provide Mansi Rodgers information regarding The Exhibit Company.	0.30	49.50	JLG
Dec-13-19	Review/analyze case law and memo regarding recovery of attorneys' fees; review/analyze Radius core data and update damages chart to reflect contents of same; call with Dave Gettings regarding letter agreement and email communications regarding same; meeting with Ryan Pierce regarding same and regarding other trial strategy issues.	6.00	1,740.00	MPR
	Review/analyze communications regarding trial tasks and consider next steps.	0.50	187.50	RMP
Dec-16-19	Draft damages summary/analysis chart and review Radius data and invoices in connection with same; finalize letter agreement with FIS and communications with Dave Gettings and Barry Benton regarding same; meetings with Luke McHenry regarding attorneys' fees research and review/analyze case law and	5.40	1,566.00	MPR

underlying briefing in connection with same; work on final production.

Research regarding attorney fees' motions and confer with Mansi Rodgers regarding attorney fee research. 2.20 638.00 LCM

Dec-17-19 Perform redactions on attorneys' fees invoices and research/discussions with Luke McHenry regarding same; communications with Dave Gettings and Barry Benton regarding payment details to FIS under letter agreement; perform research relating to motions in limine and regarding rules governing summaries of voluminous data; compile data for summary of damages. 4.40 1,276.00 MPR

Review/analyze prior decisions and briefing before Judge Pittman on attorneys fees issues. 1.40 406.00 LCM

Dec-18-19 Review/analyze FIS production and updated chart, affidavit, and responses provided to questions regarding chart; communications with George Rau regarding second set of RFPs and Radius document production; draft damages summary/analysis chart and review data and invoices in connection with same; discussions with Ryan Pierce regarding renewed motion to compel and perform research in connection with same. 5.60 1,624.00 MPR

Review/analyze materials produced by FIS. 0.20 75.00 RMP

Review/analyze FIS production and associated correspondence on same. 0.50 145.00 LCM

Pacer research for Luke McHenry to locate and save attorney fee reimbursement information in previous cases involving Judge Pitman. 0.20 33.00 JLG

Dec-19-19 Draft renewed motion to compel/motion for sanctions and perform research in connection with same; work on damages summary chart and review/analyze FIS chart in connection with same; meetings with Ryan Pierce and Luke McHenry regarding attorneys' fees issues and recovery of costs; coordinate production of invoices and communications with Joyce Goodman regarding same; review findings on 5.30 1,537.00 MPR

jury instructions used by Judge Pitman; draft second supplemental damages disclosures.

Research Judge Pitman jury instructions in actions similar to upcoming trial.	2.50	725.00	LCM
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Finalize and compile all attorney fee invoices to be produced; prepare supplemental document production; communications with Reid Green of The Exhibit Company regarding his availability for trial.	1.30	0.00	JLG
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Dec-20-19	Draft renewed motion to compel/motion for sanctions; compile exhibits for same; draft affidavit for same; perform research in connection with same; communications with Ryan Pierce and George Rau regarding same; finalize document production and supplemental disclosures and coordinate service of same.	6.00	1,740.00	MPR
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Research into case law relevant to renewed motion to compel and print briefing in same and provide to Mansi Rodgers; draft proposed order granting motion to compel; pdf numerous emails to be used as exhibits if motion to compel is filed; finalize Q2 supplemental document production and encrypt same and draft email transmitting same.	2.20	363.00	JLG
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Dec-21-19	Perform research on sanctions for discovery misconduct in connection with renewed motion to compel/motion for sanctions.	1.00	290.00	MPR
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Review/analyze and draft thoughts for jury charge.	0.70	262.50	RMP
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Review/analyze correspondence regarding discovery dispute and hearing.	0.20	58.00	LCM
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Dec-22-19	Draft renewed motion to compel/motion for sanctions; perform research on allowable sanctions and court's inherent sanction power; draft summary chart of discovery requests in dispute.	1.80	522.00	MPR
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Dec-23-19	Draft renewed motion to compel/motion for sanctions; perform research in connection with same; meetings with Ryan Pierce and Joyce	9.10	2,639.00	MPR
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Goodman in connection with same; draft declaration; revise order; revise all exhibits; emails with George Rau regarding same; call with Barry Benton regarding discovery and other case issues.

Review/analyze motion to compel and for sanctions, including review of exhibits, and confer with Mansi Rodgers re same.	1.10	412.50	RMP
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Finalize exhibits to motion to compel; revise chart reflecting Radius Bank's objections to Q2's second RFPs; finalize motion to compel and all exhibits; research to locate verdict form in other Western District case and provide same to Ryan Pierce; draft motion for expedited telephone hearing and proposed order; draft affidavit for Mansi Rodgers to file as exhibit to motion to compel; efile motion to compel and motion for expedited hearing and all exhibits.	6.80	1,122.00	JLG
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Dec-26-19	Review/analyze deposition testimony in preparation for upcoming trial/deposition-designations.	0.80	300.00	RMP
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Dec-30-19	Email communications with Ryan Pierce and Dave Gettings regarding FIS subpoena and review/analyze local rules in connection with same.	0.50	145.00	MPR
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Review/analyze Greenberg deposition transcript and review prior jury verdict forms and instructions for Ryan Pierce; confer with Ryan Pierce on same.	4.50	0.00	LCM
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Dec-31-19	Review/analyze Radius response to motion to compel; draft letter to Radius regarding FIS subpoena and perform research in connection with same.	1.20	348.00	MPR
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Review/analyze deposition testimony for deposition designations for pretrial deadlines.	2.00	0.00	RMP
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Review/analyze corporate representative deposition; review correspondence to George Rau regarding discovery dispute; review Defendant's response to motion to compel.	4.20	0.00	LCM
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Compile trial notebook for Ryan Pierce and	3.00	495.00	JLG
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draft table of contents for same and compile
notebook for motions to compel.

Totals	155.80	<u>\$36,265.50</u>
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DISBURSEMENTS

Nov-19-19	Out-of-town travel - Breakfast/Coffee - Second Bar & Kitchen/Caffe Medici - RMP	33.57
	Out-of-town travel - Lunch/Coffee - Legal Sea Foods / Dunkin Donuts - RMP	31.75
	Out-of-town travel - Dinner - Legal Sea Foods - RMP	47.07
	Out-of-town travel - Airfare (Aus/Bos/Aus) - United - RMP	1,024.65
Nov-20-19	Out-of-town travel - Lunch - Legal Sea Foods - RMP	17.39
	Out-of-town travel - Dinner - Q Restaurant - RMP	27.57
	Out-of-town travel - Hotel - Hyatt Place (Braintree/Boston) - RMP	694.58
Nov-21-19	Out-of-town travel - Lunch/Coffee - Q Restaurant/Peets - RMP	33.37
	Out-of-town travel - Auto Rental - Enterprise - RMP	186.85
	Out-of-town travel - Lafayette Garage - RMP	40.00
	Out-of-town travel - Airport Parking (ABIA) - RMP	24.00
Dec-01-19	Litigation support vendors - Nov 2019 Web Hosting Fee - Cloud9 Discovery LLC	153.44
Dec-08-19	Deposition transcripts - Original transcripts of Robert Landstein & Damon Greenberg (Vol II) - 11/20/19 - Huseby.Com	1,704.90
Dec-31-19	Copying - Sharp Copier Report - 12/1/19 - 12/31/19 - 4193 @ 0.15	628.95
Totals		<u>\$4,648.09</u>

Total Fee & Disbursements

\$40,913.59

Balance Due Within 30 Days of Receipt

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Federal Tax ID # 05-0549599

Q2 Software, Inc. dba Q2ebanking
13785 Research Blvd
Suite 150
Austin, TX 78750

February 10, 2020

Attention: Barry Benton

File #: Q2E100.00003

Inv #: 10975

RE: Radius Bank

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Jan-01-20	Draft/revise deposition designations for pretrial deadlines.	1.30	0.00	RMP
Jan-02-20	Meetings with Ryan Pierce regarding pretrial filings including proposed jury instructions, and FIS subpoena and other trial matters; meeting with Luke McHenry and Ryan Pierce regarding preparation for trial; communications with George Rau regarding reimbursement to Chris Petersen and regarding deposition transcript issues; communications with Dave Gettings regarding FIS subpoena and trial witness; communications with Barry Benton regarding trial preparation.	2.30	667.00	MPR
	Draft reply in support of motion to compel/sanctions and communications with Ryan Pierce regarding same.	5.50	1,595.00	MPR
	Draft/revise jury charge and instructions, including review/analysis and research of Texas case law bearing on formulation of same.	5.40	2,025.00	RMP
	Research case law and authority for propositions asserted in pretrial filings per instructions from Ryan Pierce; review standing order on attorneys' fees issues; confer with Mansi Rodgers and Ryan Pierce regarding pretrial tasks and preparation.	4.20	1,218.00	LCM

	Pacer research to locate proposed jury instructions in Western District cases and provide copies of same to Ryan Pierce; communications with George Rau's office to find out name of court reporter used at December depositions; draft deposition designations for two of the deponents; communications with Reid Green to set up meeting for next week.	3.10	511.50	JLG
Jan-03-20	Perform damages analysis and draft spreadsheet compiling data relating to same; draft stipulated facts and review/analyze documents in connection with same; meetings with Ryan Pierce regarding jury charge and attorneys' fees issues; perform deposition designations in connection with pretrial filing of same.	7.00	2,030.00	MPR
	Draft/revise jury charge instructions and verdict form, and review/analyze materials associated with that, including pattern instructions and case law.	3.20	0.00	RMP
	Work on deposition designations for Robert Landstein; Pacer research to locate voir dire questions in previous Western District cases and forward same to Ryan Pierce for review; telephone call to George Rau's office regarding court reporter for December depositions; draft shell for voir dire questions.	2.20	363.00	JLG
Jan-04-20	Draft list deposition designations for deposition testimony of Kevin Feeney; review designations drafted for Robert Landstein and Phil Peters' depositions and propose revisions to same; review and edit proposed jury instructions.	3.10	0.00	MPR
	Draft/revise voir dire questions and jury charge.	1.30	0.00	RMP
Jan-05-20	Draft deposition designations for deposition of Damon Greenberg; review and edit proposed jury instructions.	4.00	1,160.00	MPR
	Draft/revise jury instructions and verdict form for pretrial deadlines.	0.80	300.00	RMP

Jan-06-20	Draft proposed stipulated facts; draft deposition designations for Damon Greenberg and Chris Petersen; review designations for other witnesses and propose edits for same; meetings with Ryan Pierce regarding proposed jury instructions; revise proposed jury instructions; meeting with Luke McHenry regarding motion in limine and draft motion regarding presentation of attorneys' fees; review/analyze and edit same; communications to George Rau regarding trial stipulations; communications with Barry Benton regarding witness preparation in advance of trial; communications with trial witnesses regarding preparation for trial; meeting with exhibit company regarding presentation of exhibits and demonstratives for trial; revise letter to George Rau regarding confidentiality of deposition transcript and communications with Joyce Goodman regarding same.	9.60	2,784.00	MPR
	Draft/revise deposition designations for pretrial filings, review/analyze and revise jury charge for pretrial filings, review/analyze and revise motion in limine for pretrial deadlines, and review/analyze issues relating to witness and exhibit lists.	5.30	1,987.50	RMP
	Draft/revise motions in limine and research on same; confer with Mansi R and Ryan P on research issues and upcoming filings.	3.50	1,015.00	LCM
	Revise list of deposition designations; research regarding jury questionnaire; attend meeting with Reid Green; draft letter de-designating confidential portions of Damon Greenberg's deposition and forward same to opposing counsel; communications with George Rau's office regarding court reporter for Coy Joyner's and Chris Peterson's depositions and communications with court reporting firm regarding same.	3.10	511.50	JLG
Jan-07-20	Draft exhibit list and witness list and review/analyze documents in connection with same; revise damages analysis and review/analyze data regarding same; draft proposed stipulated facts; emails with trial witnesses regarding trial preparation; meetings with Ryan Pierce regarding finalizing exhibit	9.90	2,871.00	MPR

list and trial strategy generally; call with Barry Benton regarding trial strategy and witness list.

Draft/revise pretrial filings, including jury charge and instructions, motions in limine, and other filings, including review of related rules and case law, and including ongoing communications with trial team re same.	3.30	1,237.50	RMP
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Plan and prepare for upcoming trial; continued revisions to pretrial filings including motions in limine; continued research related to trial issues; review deposition of Landstein; multiple conferences with team members.	5.00	1,450.00	LCM
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Extensive trial preparation, including work on deposition designations; research regarding motions in limine and jury instructions; draft pleading for filing all pretrial filings and providing estimate of trial length; work on spreadsheet of damages for use at trial.	7.20	1,188.00	JLG
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Jan-08-20

Revise damages spreadsheet and communications with Ryan Pierce and Joyce Goodman regarding same; draft declaration of Barry Benton in support of motions in limine and review/analyze documents in connection with same; revise proposed stipulated facts and communications with Ryan Pierce regarding same; conference with George Rau regarding stipulations and other pre-trial matters and draft stipulations in connection with same; communications with team and George Rau regarding witness list; communications regarding forming and requirements of exhibit list; review/revise deposition designations; review/revise motions in limine; extensive work generally on all pretrial filings.	7.50	2,175.00	MPR
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Prepare for hearing before Magistrate Judge Hightower on motion to compel/motion for sanctions; communications with Ryan Pierce and Barry Benton regarding same; review/analyze materials and case law in connection with same.	2.50	725.00	MPR
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Review/analyze pretrial filings and revise same, including jury charge and motions in limine.	3.20	0.00	RMP
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	Plan and prepare for upcoming trial including following tasks: research related to pretrial filings; drafting of pretrial motions, including motion in limine; continued review and revisions to pretrial filings, exhibits, deposition designations, and stipulations; and conferences with team.	6.00	1,740.00	LCM
	Work on deposition designations; work with Admin on highlighting deposition designations; telephone call to court regarding jury questionnaire; review local rules on witness lists in pretrial filings; compile selected trial exhibits to send to Ryan Pierce for review; begin to draft order on motions in limine; revise damages spreadsheet.	7.00	1,155.00	JLG
Jan-09-20	Perform significant work on pre-trial filings including exhibit list, jury instructions, statement of claims, witness list, and motions in limine; draft declaration of Barry Benton in support of motion in limine and review/analyze documents in connection with inclusion in same; meetings with Luke McHenry and Joyce Goodman regarding pretrial filings; calls with Ryan Pierce regarding same; communications with Dave Gettings regarding FIS trial witness.	9.80	2,842.00	MPR
	Prepare for telephonic hearing on motion to compel/motion for sanctions; attend and argue hearing on motions; communications with Barry Benton and Ryan Pierce regarding same.	2.60	754.00	MPR
	Review/analyze and revise pretrial filings, in particular jury charge and motion in limine, including review of relevant authority.	3.00	1,125.00	RMP
	Plan and prepare for trial: review and revisions to numerous pretrial filings, creation of pretrial disclosure filings, continued review of deposition designations; communications with team on pretrial issues and motion to compel; and review of multiple communications regarding pre-trial filings.	8.50	2,465.00	LCM
	Compile electronic version of additional trial exhibits; work on jury charge and cites in same; work on exhibit list and witness list; work on motion in limine; continue to work on	10.80	1,782.00	JLG

proposed order for motion in limine; arrange to get electronic recording of today's hearing before Magistrate Judge and arrange to get copy of transcript of same; research to locate Radius agreements on Wayback Machine.

Jan-10-20	Perform extensive work on all pre-trial filings in preparation for filing; communications with Ryan Pierce, Luke McHenry, Joyce Goodman, and Susan Serna regarding same; finalize and file same; perform initial review of Radius pre-trial filings; review/analyze order on motions to compel/motion for sanctions and communications with Ryan Pierce regarding same; draft summary of same for Barry Benton and consider recommendation for strategy in light of same.	8.90	2,581.00	MPR
	Review/analyze latest drafts of pretrial filings and provide feedback.	1.00	375.00	RMP
	Review/analyze and finalize pretrial filings, including cites checks for jury instructions, local rule, motion in limine, deposition designations, witness list, etc., and review order on motion to compel.	5.00	1,450.00	LCM
	Revise witness list; revise all pretrial filings to correct styles and cites to local rules; prepare documents for production and produce same to opposing counsel; work on exhibits; draft trial stipulations; revise joint pretrial stipulations to separate stipulations agreed to by defendant and those not agreed to; prepare all pretrial filings for efilng and efile same.	9.40	1,551.00	JLG
Jan-12-20	Draft trial issues outline.	1.30	0.00	MPR
Jan-13-20	Review/analyze Radius pretrial filings and work on objections to exhibit list; call with Ryan Pierce regarding trial strategy; call with Barry Benton and Ryan Pierce regarding same; call with Dave Gettings regarding confidentiality issues involving FIS; draft trial outline and review documents in connection with same; emails with witnesses regarding trial scheduling issues; work on accounting to submit to court in connection with order on motion to compel; draft list of materials for each witness to review in advance of	7.30	0.00	MPR

meetings; work on objections to Radius deposition designations and perform research in connection with same.

Ongoing communications re possible continuance and risks/benefits of same, and communications re requirements on Radius of sanctions order.	2.20	825.00	RMP
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Draft shell for objections to deposition designations; draft shell for objections to Radius Bank's trial exhibits; draft shell for accounting of fees related to renewed motion to compel and draft declaration for Mansi Rodgers in support of same; compile electronic set of Radius Bank's trial exhibits; download Coy Joyner's deposition exhibits from court reporter's repository; email communications with court clerk and court reporter regarding transcription of audio recording from motion to compel hearing.	4.20	693.00	JLG
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Review/analyze and download Radius Bank's document production.	0.40	66.00	JLG
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Jan-14-20

Review/analyze new Radius document production; emails with internal team regarding same; meeting with team regarding trial tasks; draft objections to Radius Bank trial exhibits and deposition designations.	7.80	2,262.00	MPR
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Meet with team to discuss trial tasks.	0.70	0.00	RMP
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Review/analyze recently produced documents and meet with litigation team to discuss pretrial matters and filings.	4.50	1,305.00	LCM
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Arrange for set of Radius Bank's trial exhibits for Mansi Rodgers; work on uploading Radius Bank's production; communications with court reporter regarding Feeney's videotaped deposition; communications with court reporter regarding transcript from motion to compel hearing; check Judge Pitman's calendar for next 30 days; work on trial notebooks.	7.00	1,155.00	JLG
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Jan-15-20

Compile materials to send to each trial witness for review; communications with each trial witness regarding same; communications with George Rau regarding Chris Petersen expenses	6.10	0.00	MPR
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reimbursement and payment of sanctions; draft ideas for trial demonstratives and communications with team regarding same; draft declaration in support of fees accounting; review/analyze key documents produced by Radius Bank; review/analyze Radius proposed trial exhibits in connection with drafting of objections to same.

	Review/analyze Joyner deposition in preparation for upcoming witness meeting.	1.50	0.00	RMP
	Review/analyze latest production from Radius Bank.	5.50	1,595.00	LCM
	Revise fee spreadsheet and confer with Mansi Rodgers regarding same; revise pleading and Mansi's declaration in connection with the accounting; telephone call to court regarding submission of accounting; compile Q2's trial exhibits; update Ryan Pierce's trial notebook; communications with Reid Green transmitting pleadings and transcripts and spreadsheet for review; download Feeney video deposition from court reporter's FTP site.	4.40	726.00	JLG
Jan-16-20	Revise responses/objections to pretrial filings; revise declaration in support of accounting for motion to compel; draft key witness trial outline and review/analyze documents and exhibits in connection with same; meeting with Ryan Pierce and Joyce Goodman regarding pretrial filing responses and other pretrial matters; emails with witnesses regarding trial preparation meetings; emails with George Rau and Barry Benton regarding payment of sanctions.	7.20	2,088.00	MPR
	Review/analyze objections to Radius' pretrial filings and draft/revise objections to Radius' pretrial filings.	1.40	525.00	RMP
	Review/analyze documents produced by Plaintiff on Monday.	5.50	1,595.00	LCM
	Listen to audio recording from last week's motion to compel hearing and send summary of same to Mansi Rodgers and Ryan Pierce; work on Radius production in database; draft declaration for Beverly Reeves to submit with	5.50	907.50	JLG

accounting of fees; draft response to defendant's motion in limine; revise spreadsheet to attach to fee declaration.

Jan-17-20	Finalize pretrial filing objections and accounting for filing; draft witness outlines; communications with Ryan Pierce regarding damages issues and evidence relating to same; communications with Barry Benton regarding case strategy; call and email communications with Dave Gettings regarding FIS trial witness and confidentiality issues; communications and development of strategy regarding motion for continuance; perform initial review of Radius' objections to Q2's pretrial filings.	7.90	2,291.00	MPR
	Review/analyze and revise objections to pretrial filings, and draft/revise overarching thoughts for opening statement and witness questioning.	3.00	1,125.00	RMP
	Review/analyze documents produced by Plaintiff this past Monday and confer with trial team on same.	1.20	348.00	LCM
	Finalize response to motion in limine, objections to deposition designations, objections to trial exhibits, and accounting of fees and prepare all for efilings and efile same; draft objections to jury charge; draft amended witness list; draft motion for leave to file amended witness list and proposed order; provide previous document production to George Rau's office.	5.30	874.50	JLG
Jan-18-20	Draft motion for sanctions/motion for continuance; review certain documents produced by Radius in connection with same; communications with Ryan Pierce, Joyce Goodman, and Luke McHenry in connection with same and regarding Radius document production details; communications with Barry Benton regarding same.	4.60	1,334.00	MPR
	Review/analyze supplemental documents produced by Radius and ongoing communications with team re trial tasks.	1.50	562.50	RMP
	Review/analyze documents produced by Radius and confer with team on relevant documents.	6.20	1,798.00	LCM

	Download and review Radius Bank's newest production; review metadata to obtain information on the production and the names of the custodians; communications with Ryan Pierce and Mansi Rodgers regarding same; run searches for specific documents for Ryan Pierce; upload production to database.	2.10	346.50	JLG
Jan-19-20	Draft motion for sanctions/motion for continuance, perform research in connection with same, and communications with Ryan Pierce regarding same.	5.10	1,479.00	MPR
	Review/analyze and revise motion for sanctions/continuance.	0.40	150.00	RMP
	Review/analyze document production and confer with team; review motion for sanctions and related correspondence.	1.90	551.00	LCM
Jan-20-20	Draft motion for sanctions/motion for continuance; communications with Ryan Pierce and Joyce Goodman regarding same; draft declaration and proposed order in connection with same; perform research relating to same and relating to standards governing default judgment; calls with George Rau to confer about motion and about Radius' discovery efforts; revise motion in light of same; perform additional research in light of same; review hearing transcript, order, and other materials in connection with same; communications with Ryan Pierce regarding same.	10.20	2,958.00	MPR
	Draft/revise outline for Coy Joyner witness meetings/preparation.	3.40	1,275.00	RMP
	Review/revise motion for continuance and sanctions, including discussions with Mansi Rodgers re same and review of legal authority.	1.10	412.50	RMP
	Review/analyze most recent document production.	3.50	1,015.00	LCM
	Compile exhibits for motion for sanctions and/or continuance and draft proposed order; draft motion to shorten time to respond to motion for sanctions and/or continuance and draft proposed order; draft motion for	3.60	594.00	JLG

expedited hearing and draft proposed order; review Radius document production in database to obtain information to use in motion for sanctions and/or continuance and communications with Mansi Rodgers regarding same.

	Print select documents from latest production to provide to Mansi Rodgers; check latest production in database; search for Feeney and Peters emails in latest production; revise and finalize motion to file amended witness list and prepare same for efilng and efile same.	1.40	231.00	JLG
Jan-21-20	Revise motion for continuance and for sanctions; multiple communications with George Rau, Ryan Pierce, and Joyce Goodman in connection with same; perform research in connection with same; review/revise all related filings, including declaration and proposed order.	4.60	1,334.00	MPR
	Meeting with witness regarding damages matters; highlight relevant portions of testimony and send same and other materials to witness for review before trial; meeting with Ryan Pierce and Joyce Goodman regarding preparation for pretrial conference and trial.	5.10	1,479.00	MPR
	Review/analyze motion for continuance and sanctions and confer with Mansi Rodgers re same.	0.80	300.00	RMP
	Meet with John Dube to discuss trial and issues relating to testimony.	4.20	1,575.00	RMP
	Extensive work on motion for continuance and for sanctions and Mansi Rodgers' declaration and exhibits and proposed order; work on motion for expedited telephone hearing on motion for continuance and proposed order and motion to shorten time for response to motion for continuance and proposed order; multiple communications with Mansi Rodgers regarding motions; prepare all motions for efilng and efile same.	6.40	1,056.00	JLG
	Review supplemental document production from Radius and upload same to database; review production in database; begin to	1.30	214.50	JLG

compile set of exhibits objected to by both parties in preparation for Friday's pretrial conference.

Jan-22-20	Review expert testimony on attorney fees and communicate additional points to Mansi Rodgers.	0.40	190.00	BGR
	Meetings with trial witnesses in advance and in preparation for trial; meeting/discussions with Ryan Pierce in connection with same; prepare materials to send to witnesses for review prior to trial; prepare for pretrial conference and hearing on motion for continuance/motion for sanctions.	9.50	2,755.00	MPR
	Prepare for meeting with Coy Joyner to discuss issues and trial and attend meeting with Coy to discuss case and trial preparation.	4.80	1,800.00	RMP
	Appear for meeting with Jesse Barbour to discuss trial prep and meet with Mansi Rodgers re same.	3.80	1,425.00	RMP
	Review/analyze document production from Radius Bank.	5.20	1,508.00	LCM
	Draft notice of clarification for motion for continuance and for sanctions and communications with Mansi Rodgers regarding same and prepare same for efilng and efile same; draft index for judge's notebook for pretrial conference and compile exhibits objected to by the parties and compile all pleadings and matters at issue at Friday's hearing and prepare deposition transcripts with the parties' objections to testimony; communications with Reid Green regarding preparation for upcoming trial; forward selected documents via ShareFile to John Dube on Mansi Rodgers' behalf.	5.80	957.00	JLG
Jan-23-20	Meeting with trial witness in preparation for trial; meetings with Ryan Pierce regarding same and regarding trial strategy generally; prepare for hearing on motion for sanctions and final pretrial conference; review/analyze Radius' response to motion for continuance/sanctions; review/analyze Radius' response to motion in limine.	10.60	3,074.00	MPR

	Appear/attend witness meeting with Leslie Chaffer to discuss case and witness preparation.	4.80	1,800.00	RMP
	Review/analyze pretrial filings in advance of pretrial conference.	0.30	112.50	RMP
	Review/analyze issues and Radius' response in regard to plaintiff's motion for sanctions and continuance.	1.00	375.00	RMP
	Review/analyze Radius Response to Motion for Continuance.	0.30	87.00	LCM
	Review/analyze Radius Bank's document production.	5.00	1,450.00	LCM
	Finalize judge's notebook and folders with other documents to use at pretrial conference; send documents to Coy Joyner via ShareFile link.	1.40	231.00	JLG
Jan-24-20	Prepare for final pretrial conference and hearing on motion for continuance/sanctions; attend same; emails and calls with client regarding same.	4.20	1,218.00	MPR
	Review/analyze filings in advance of pretrial conference, attend pretrial conference, and discuss with team next steps and issues in light of rulings from conference.	3.00	1,125.00	RMP
	Revise judge's notebook in advance of pretrial conference; research to locate and print caselaw cited in motion for continuance and response thereto; estimate fees relating to motion for continuance.	1.00	165.00	JLG
Jan-27-20	Perform research relating to default judgment papers and discussions with Ryan Pierce regarding same; review/analyze order on attorneys' fees.	3.70	1,073.00	MPR
	Review/analyze communications from new counsel for Radius and confer with team re next steps.	0.30	112.50	RMP
	Complete transcript order form and email same to court reporter requesting transcription of last week's pretrial conference.	0.40	66.00	JLG

Jan-28-20	Draft default judgment papers, including proposed default judgment and declaration of John Dube proving up damages; perform research in connection with same; meetings with Ryan Pierce regarding discussions with Radius' new counsel; call with Barry Benton regarding same.	8.40	2,436.00	MPR
	Communications with Mansi Rodgers and then communications with Barry Benton re next steps and strategy.	0.40	150.00	RMP
	Westlaw and Pacer research to locate motions for attorneys fees and orders in Judge Pitman's court and research regarding default judgments and confer with Mansi Rodgers regarding same.	1.40	231.00	JLG
Jan-29-20	Draft default judgment papers, including proposed default judgment, declaration of John Dube proving up damages, and declarations in support of attorneys' fees, costs, and interest; perform research in connection with same; meetings with Ryan Pierce regarding same; perform research regarding [REDACTED] relating to default judgment; review/analyze transcript of hearing on default and revise papers in light of same; call with Radius counsel regarding potential settlement; call with Barry Benton regarding same; review proposal relating to same; communications with Ryan Pierce regarding same.	7.00	0.00	MPR
	Review/analyze draft declaration for John Dube and other default-related filings.	1.10	412.50	RMP
	Review/analyze settlement correspondence from Radius counsel; review transcript of recent hearing and email correspondence with team regarding next procedural steps.	0.50	0.00	LCM
	Communications with court reporter regarding transcript from pretrial hearing.	0.10	16.50	JLG
Jan-30-20	Draft default judgment papers, including proposed order, proposed default judgment, declarations, and potential motion for attorneys fees; discussions with Ryan Pierce regarding same; perform research in connection with same; review correspondence from Radius	7.80	2,262.00	MPR

counsel to court; discussions with Ryan Pierce and Barry Benton regarding same; communications with John Dube regarding declaration on damages; compile transaction list and other exhibits to declaration; perform research regarding [REDACTED]
[REDACTED]

Review/analyze and revise default-related filings, including review of transcript and related rules, and confer with Mansi Rodgers re same.	2.00	0.00	RMP
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Communications with CloudNine to request January billing information to include in fee request to the court; draft pleading for filing proposed order and final judgment with the Court.	0.60	99.00	JLG
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Jan-31-20	Finalize and file all papers relating to default judgment and proposed order on same; communications with Ryan Pierce, John Dube, Joyce Goodman, and Sinead O'Carroll regarding same; communications with opposing counsel regarding filing of transaction list under seal and review rules relating to same.	4.60	1,334.00	MPR
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Review/analyze and review drafts of default filings, including ongoing communications with team re same.	2.00	0.00	RMP
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Draft motion for leave to file document under seal and proposed order granting same; format spreadsheet to attach to John Dube's declaration; finalize proposed order filings and prepare same for efile and efile same.	2.30	379.50	JLG
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Totals	436.50	<u>\$107,524.50</u>	
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DISBURSEMENTS

Dec-08-19	Deposition transcripts - Video Services of Depositions of Robert Landstein & Damon Greenburg - Vol II - 11/20/19 - Huseby.Com	1,160.00
Jan-01-20	Out-of-town travel - Airfare (Aus/Bos/Aus) - 11/19/19 - United - RMP - Credit to Airfare on Jan.2020 Inv 10903	-260.00

	Litigation support vendors - Dec 2019 Web Hosting Fee - Cloud9 Discovery LLC	153.44	
Jan-06-20	Litigation support vendors - The Exhibit Company-Non-refundable retainer for trial exhibits - Reid Green	2,500.00	
Jan-07-20	Deposition transcripts - Copy of the oral and video deposition of Corp. Rep of Coy Joyner - 12/3/19 - Hoffman Reporting & Video Service	1,348.90	
	Deposition transcripts - Copy of the oral and video deposition of Chris Peterson - 12/10/19 - Hoffman Reporting & Video Service	650.80	
Jan-09-20	US District Clerk - CD of Mansi Rodgers telephone hearing on 1/9/2020	31.00	
Jan-14-20	Transcript of Telephonic Conference - 1/9/20 - Lily I Reznik, CRR, RMR - Official Court Reporter	142.60	
Jan-15-20	Conference Call - 1/13/20 - A+ Conferencing	3.12	
Jan-28-20	Pamela Andasola - Pretrial Conference Hearing Transcript - 1/28/20	25.25	
Jan-31-20	Copying - 1/1/20 - 1/31/20 Sharp Copier Report - 2519 @ 0.15	377.85	
	Litigation support vendors - Cloud Based Web Hosting - Tech Time and Data Load Fees - Jan 2020	232.91	
	Litigation support vendors - January 2020 Web Hosting Fee - Cloud9 Discovery LLC	460.32	
	Totals	<hr/> \$6,826.19	
	Total Fee & Disbursements		<hr/> \$114,350.69

Balance Due Within 30 Days of Receipt

TRUST STATEMENT

		Disbursements	Receipts
Jan-16-20	Received From: Radius Bank From Radius Bank - for Q2E100.00003		5,000.00
Jan-28-20	Received From: Radius Bank Required payment to Q2E by court in Radius matter		9,703.50
Jan-29-20	Paid To: Q2 Software Inc From Reeves & Brightwell LLP Trust Account	14,703.50	
	Total Trust	<hr/> \$14,703.50	<hr/> \$14,703.50
	Trust Balance		\$0.00

EXHIBIT A-2

FILED UNDER SEAL

EXHIBIT A-3

FILED UNDER SEAL

EXHIBIT A-4

FILED UNDER SEAL

EXHIBIT A-5



REEVES & BRIGHTWELL
ATTORNEYS AT LAW

RYAN M. PIERCE
Attorney
512.334.4503
512.334.4492 (fax)
rpierce@reevesbrightwell.com

January 5, 2017

Via Electronic Mail

Q2 Software, Inc.

Attn: Scott Kerr

Re: Engagement Letter – First Trade Union Bank d/b/a Radius Bank

Dear Scott:

We appreciate being asked to represent Q2 Software, Inc. in connection with the dispute involving First Trade Union Bank d/b/a Radius Bank in relation to unfunded transactions relating to the FIS bill pay services (the “Dispute”). Our experience has been that it is mutually beneficial to set forth, at the outset of our representation, the role and responsibilities of both our law firm and the client. That is the purpose of both this letter and the separate Standard Terms of Engagement for Legal Services that is enclosed with this letter.

Client

The client for this engagement is Q2 Software, Inc. (herein “Q2” or “you”). This engagement does not in and of itself create an attorney-client relationship with any related persons or entities, such as parents, subsidiaries, affiliates, employees, officers, directors, shareholders, or partners.

Scope of Engagement

We will advise Q2 as Q2’s counsel in the above-referenced Dispute. This engagement will include only the matter described in this paragraph and any additional matters that are made part of the engagement by written executed supplement to this letter.

We understand and agree that this is not an exclusive agreement, and Q2 is free to retain any other counsel of its choosing. We recognize that we shall be disqualified from representing any other client with interests materially and directly adverse to Q2 (i) in any matter which is substantially related to our representation of Q2 and (ii) with respect to any matter where there is a reasonable probability that confidential information Q2 furnished to us could be used to its disadvantage. Q2 understands and agrees that, with those exceptions, we are free to represent other clients, including clients whose interests may conflict with Q2 in litigation, business transactions, or other legal matters.

This engagement and our attorney-client relationship will be terminated when we have completed the services in the matters covered by this engagement letter and any

Q2 Software, Inc.
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January 5, 2017

written supplements to this engagement letter. If Q2 later retains us to perform further or additional services, our attorney-client relationship will be established by another engagement letter.

Our firm may have represented, may currently represent, or in the future may represent parties opposing Q2's interests in a matter in which we represent it. This will not in any way affect the diligence or vigor with which we represent Q2's interests in the matter or the matters on which Q2 engages our firm. If this is a concern to Q2, please let us know and we will check on the particular lawyers involved in Q2's matter or matters.

Cooperation

In order to enable us to render effectively the legal services contemplated, Q2 agrees to disclose fully and accurately all facts and keep us informed of all developments relating to the matter. We necessarily must rely on the accuracy and completeness of the facts and information Q2 and its agents provide to us. Q2 agrees to cooperate fully with us.

Fees

For this matter, our fees will be based on the time spent by the lawyers and paralegal personnel who work on the matter. Billing rates for our attorneys vary according to the experience of the individuals. Our current billing rates for those attorneys expected to work on this matter range from \$275 an hour for junior associates up to \$475 an hour for senior partners. In an effort to reduce overall legal costs, we utilize paralegal personnel whenever appropriate. Time devoted by such paralegal personnel to client matters is currently charged at billing rates of \$165 per hour. Billing rates for both attorneys and paralegal personnel are, from time to time, reviewed and adjusted and may be changed with or without notice. Please feel free at any time to ask for our current rates.

By engaging us, Q2 acknowledges and agrees that it is responsible for payment of fees, expenses and disbursements. In appropriate matters as an accommodation to Q2, we may agree to direct our bills to third-party payors (e.g., an insurer), but Q2 agrees that it will remain fully responsible for timely payment of our bills if for any reason the third party does not timely pay such bills. Likewise, we agree that we owe our professional obligations to Q2, even when a third party pays our bills.

Other Charges

In addition to our fees, there will be other charges for items incident to the performance of our legal services, such as photocopying, messengers, travel expenses, conference calls, postage, specialized computer applications, and filing fees. The basis upon which we establish these other charges is set forth in the Standard Terms of Engagement for Legal Services.

Q2 Software, Inc.
Page 3
January 5, 2017

Investment Disclosures

The Firm's lawyers may directly or beneficially own interests in corporations and other entities or in real property. Our system used for checking conflicts of interest does not contain data as to investments made individually by each of the Firm's lawyers. If Q2 is at all concerned about these individual investments, we will be pleased to canvass our lawyers about their individual investments in any entity or entities about which it may be concerned.

Withdrawal or Termination

Our relationship is based upon mutual consent and Q2 may terminate our representation at any time, with or without cause, by notifying us. Q2's termination of our services will not affect its responsibility for payment of fees for legal services rendered and of other charges incurred before termination and in connection with an orderly transition of the matter.

We are subject to the rules of professional conduct for the jurisdictions in which we practice, which list several types of conduct or circumstances that require or allow us to withdraw from representing a client, including for example, nonpayment of fees or costs, misrepresentation or failure to disclose material facts, fundamental disagreements, and conflict of interest with another client. We try to identify in advance and discuss with Q2 any situation which may lead to our withdrawal, and if withdrawal ever becomes necessary, we give Q2 written notice of our withdrawal. If we elect to withdraw for any reason, Q2 will take all steps necessary to free us of any obligation to perform further, including the execution of any documents necessary to complete our withdrawal, and we will be entitled to be paid for all services rendered and other charges accrued on Q2's behalf to the date of withdrawal.

Other

If the foregoing, including the items set forth in the enclosed Standard Terms of Engagement for Legal Services, correctly reflects Q2's understanding of the terms and conditions of our representation, please so indicate by executing the enclosed copy of this letter in the space provided below and return it to the undersigned.

DocuSign Envelope ID: F521D0DE-DCC1-4606-8189-DF2209FCBCC4

Q2 Software, Inc.
Page 4
January 5, 2017

Please contact me if there are any questions. We are pleased to have this opportunity to be of service and to work with Q2.

Very truly yours,

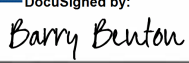
REEVES & BRIGHTWELL LLP



Ryan Pierce

AGREED TO AND ACCEPTED:

Q2 Software, Inc.

DocuSigned by:

D739C65101A5B4D7...
Scott Kerr

Barry Benton

SVP and General Counsel

Reeves & Brightwell LLP

Standard Terms of Engagement for Legal Services

This statement sets forth certain standard terms of our engagement as your lawyers and is intended as a supplement to the engagement letter that we have with you as our client. Unless modified in writing by mutual agreement, these terms will be an integral part of our agreement with you as reflected in the engagement letter. Therefore, we ask that you review this statement carefully and contact us promptly if you have any questions. We suggest that you retain this statement in your file with the engagement letter.

The Scope of Our Work

You should have a clear understanding of the legal services we will provide. Any questions that you have should be dealt with promptly.

We will at all times act on your behalf to the best of our ability. Any expressions on our part concerning the outcome of your legal matters are expressions of our best professional judgment, but are not guarantees. Such opinions are necessarily limited by our knowledge of the facts and are based on the state of the law at the time they are expressed.

It is our policy that the person or entity that we represent is the person or entity that is identified in our engagement letter, and absent an express agreement to the contrary does not include any affiliates of such person or entity (*e.g.*, if you are a corporation or partnership, any parents, subsidiaries, employees, officers, directors, shareholders or partners of the corporation or partnership, or commonly owned corporations or partnerships; or, if you are a trade association, any members of the trade association). If you believe this engagement includes additional entities or persons as our clients you should inform us immediately.

It is also our policy that the attorney-client relationship will be considered terminated upon our completion of any services that you have retained us to perform. If you later retain us to perform further or additional services, our attorney-client relationship will be revived subject to the terms of engagement that we agree on at that time.

This engagement shall be subject to the Texas Disciplinary Rules of Professional Conduct.

Texas Government Code § 81.079 requires that clients be informed of the existence of the Texas State Bar Grievance Procedures. A brochure detailing this process can be obtained at <http://www.texasbar.com/public/complaints/AttyGrievanceBroEng.pdf>.

Who Will Provide the Legal Services

Customarily, each client of the firm is served by a principal attorney contact. The principal attorney should be someone in whom you have confidence and with whom you enjoy working. You are free to request a change of principal attorney at any time. Subject to the supervisory role of the principal attorney, your work or parts of it may be performed by other lawyers and legal assistants in the firm or contracting with the firm. Such delegation may be for the purpose of involving lawyers or legal assistants with special expertise in a given area or for the purpose of providing services on the most efficient and timely basis. Whenever practicable, we will advise you of the names of those attorneys and legal assistants who work on your matters.

How Our Fees Will Be Set

Generally, our fees are based on the time spent by the lawyers and paralegal personnel who work on the matter. We will charge for all time spent in representing your interests, including, by way of illustration, telephone and office conferences with you and your representatives, consultants (if any), opposing counsel, and others; conferences among our legal and paralegal personnel; factual investigation; legal research; responding to your requests for us to provide information to your auditors in connection with reviews or audits of financial statements; drafting letters and other documents; and travel. We will keep accurate records of the time we devote to your work in units of tenths of an hour.

The hourly rates of our lawyers and legal assistants are reviewed and adjusted annually on a Firm-wide basis to reflect current levels of legal experience, changes in overhead costs, and other factors.

Although we may from time to time, at the client's request, furnish estimates of legal fees and other charges that we anticipate will be incurred, these estimates are by their nature inexact (due to unforeseeable circumstances) and, therefore, the actual fees and charges ultimately billed may vary from such estimates.

With your advance agreement, the fees ultimately charged may be based upon a number of factors, such as:

- The time and effort required, the novelty and complexity of the issues presented, and the skill required to perform the legal services promptly;
- The fees customarily charged in the community for similar services and the value of the services to you;
- The amount of money or value of property involved and the results obtained;
- The time constraints imposed by you as our client and other circumstances, such as an emergency closing, the need for injunctive relief from court, or substantial disruption of other office business;

- The nature and longevity of our professional relationship with you;
- The experience, reputation and expertise of the lawyers performing the services;
- The extent to which office procedures and systems have produced a high-quality product efficiently.

For certain well-defined services, we will (if requested) quote a flat fee. It is our policy not to accept representation on a flat-fee basis except in such defined-service areas or pursuant to a special arrangement tailored to the needs of a particular client. In all such situations, the flat fee arrangement will be expressed in a letter, setting forth both the amount of the fee and the scope of the services to be provided.

We also will, in appropriate circumstances, provide legal services on a contingent fee basis. Any contingent fee representation must be the subject of a separate and specific engagement letter.

Additional Charges

In addition to our fees, there will be other charges for items incident to the performance of our legal services, such as photocopying, messengers, travel expenses, postage, , specialized computer applications, and filing fees. The current basis for these charges is set forth below. The Firm will review this schedule of charges on an annual basis and adjust them to take into account changes in the Firm's costs and other factors.

Duplicating

The Firm charges \$.15 per page.

Courier Services

The Firm charges actual disbursement for delivery charges.

Telephone Conferences

The Firm does not charge for local or long distance calls or telefaxes. For telephone conferences requiring the use of a telephone conference service, the Firm will bill each individual conference call at actual cost.

Travel-Related Expenses

Airfare, meals, and related travel expenses charged to the client represent actual, out-of-pocket cost. Depending on the volume of both Firm and personal travel, the Firm may receive beneficial services, including airline tickets from its travel agent for which no adjustment is made on an individual client's account. In addition, credits earned under the Frequent Flyer Programs accrue to the individual traveler and not to the Firm.

All Other Costs

The Firm charges actual disbursements for third-party services like court reporters, expert witnesses, etc., and may recoup expenses reasonably incurred in connection with services performed in-house, such as mail services, secretarial overtime, file retrieval, etc.

Unless special arrangements are otherwise made, fees and expenses of others (such as experts, investigators, consultants and court reporters) will be the responsibility of, and billed directly to, the client. Further, all invoices in excess of \$500 will be forwarded to the client for direct payment.

Billing Arrangements and Terms

Our billing rates are based on the assumption of prompt payment. Consequently, unless other arrangements are made, fees for services and other charges will be billed monthly and are payable within thirty days of receipt.

By engaging us, you acknowledge and agree that you are responsible for payment of fees, expenses and disbursements. In appropriate matters as an accommodation to you, we may agree to direct our bills to third-party payors (e.g., an insurer), but you agree that you will remain fully responsible for timely payment of our bills if for any reason the third party does not timely pay such bills. Likewise, we agree that we owe our professional obligations to you, even when a third party pays our bills.

Advances

Clients of the firm are sometimes asked to deposit funds as an advance payment with the firm. The advance payment will be applied first to payment of charges for such items as photocopying, messengers, travel, etc., as more fully described above, and then to fees for services. The advance will be deposited in a firm account and we will charge such other charges and our fees against the advance and credit them on our billing statements. In the event such other charges and our fees for services exceed the advance deposited with us, we will bill you for the excess monthly or may request additional advances. Any unused portion of amounts advanced will be refundable at the conclusion of our representation.

Confidentiality

We will preserve the confidentiality of information you provide us consistent with applicable law including the rules of professional conduct governing lawyers. This confirms your agreement that, with respect to firm brochures or other material or information regarding the firm and its practice, we may indicate the general nature of our representation of you and your identity as a firm client.

DocuSign Envelope ID: F521D0DE-DCC1-4606-8189-DF2209FCBCC4

Client and Firm Documents

We will maintain any documents that you furnish to us in our client file (or files) for this matter. At your request, we will return your documents to you at the conclusion of the matter (or earlier, if appropriate). It is your obligation to tell us which, if any, of the documents that you furnish us that you want returned. We will return those documents to you promptly after our receipt of payment for outstanding fees and charges. Our own files pertaining to this matter, including the work performed by our attorneys, will be retained by the firm. Any documents retained by the firm will be kept for a certain period of time, and ultimately we will destroy them in accordance with our record retention program schedule then in effect.

EXHIBIT A-6



REEVES & BRIGHTWELL
ATTORNEYS AT LAW

MANASI RODGERS
Attorney
512.334-4496
512.334.4492 (fax)
mrodgers@reevesbrightwell.com

December 16, 2019

Via Electronic Mail – dave.gettings@troutman.com

David M. Gettings
Troutman Sanders LLP
222 Central Park Avenue, Suite 2000
Virginia Beach, VA 23462

Re: Cause No. 1:18-cv-000878-RP; *Q2 Software, Inc. v. Radius Bank*, In the
United States District Court, Western District of Texas, Austin Division

Dear Dave:

This letter shall serve as an agreement between Plaintiff Q2 Software, Inc. ("Q2") and Third-Party Fidelity National Information Services, Inc. ("FIS") in the above-referenced matter.

The parties agree that the following shall satisfy and resolve FIS' and Q2's obligations under the Subpoena to Testify at a Deposition in a Civil Action ("Deposition Subpoena") and Subpoena to Produce Documents, Information, or Objects or to Permit Inspection of Premises in a Civil Action, which were both issued to FIS by Q2 on August 26, 2019 ("Document Subpoena" and, collectively, the "Subpoenas") (with the exception of FIS' production of a witness, either at trial or deposition, as laid out in paragraph 4 below):

1. FIS will produce an updated spreadsheet containing certain data, to the extent it exists in FIS' records, relating to the transactions listed in Exhibit A-1 to the Subpoenas (the "Spreadsheet"). FIS will have no other obligation to update the Spreadsheet or, subject to paragraph 2 below, to produce additional information or compile data.
2. FIS will conduct a reasonable search and, if located, produce any emails that are in its possession, custody, or control that are referenced in Column U of the Spreadsheet.
3. FIS will provide a business records declaration corresponding to the Spreadsheet and emails it produces in accordance with Federal Rule of Evidence 803(6).

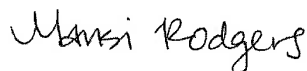
Reeves & Brightwell LLP | 221 W. 6th Street, Suite 1000 | Austin, Texas 78701-3410 | www.reevesbrightwell.com

David M. Gettings
Page 2
December 16, 2019

4. Q2 agrees that it will not seek testimony from FIS in this matter on more than one occasion. Specifically, Q2 agrees that it will only seek testimony from FIS in either deposition or at trial, but not both, pursuant to the following terms:
 - a. Q2 will agree to forego a deposition of FIS pursuant to the Deposition Subpoena served by Q2 (or any other future subpoena in this case from Q2). However, to the extent Radius Bank or any other entity deposes FIS in this matter, FIS agrees that Q2 will be entitled to ask questions of FIS at the deposition. In that scenario, Q2 will ask its questions of FIS at the deposition and will forego a trial subpoena.
 - b. If Radius Bank does not proceed with a deposition of FIS as envisioned in Paragraph 4.a., FIS will agree to accept service of a trial subpoena in the event this matter goes to trial. FIS agrees that it will not object to or move to quash the subpoena(s) based on any argument that it/they require(s) compliance outside of the geographical limits specified in Federal Rule of Civil Procedure 45, and FIS will present one witness at such trial who can reasonably speak to the matters previously identified in Q2's Deposition Subpoena to FIS.
 - c. If FIS is required to book travel for witness testimony at trial, Q2 agrees to pay the reasonable hotel and airfare expenses associated with having one FIS witness travel to Austin, Texas to testify at trial. Q2 will also pay the reasonable hotel and airfare expenses for one external counsel to travel to Austin, Texas, with the FIS witness. Any such payment is for expenses only and is not in exchange for any particular testimony by the FIS witness.
5. FIS will provide written responses to the questions regarding the Spreadsheet that Q2's counsel provided to FIS' counsel on November 13, 2019.
6. Q2 will reimburse FIS for \$10,000 in costs/fees FIS has incurred to date to respond to the Subpoenas.

If this letter accurately reflects our agreement, please sign where indicated below and return to me via email.

Sincerely,




Manasi Rodgers

*Counsel for
Q2 Software, Inc.*

David M. Gettings
Page 3
December 16, 2019

AGREED:



Dave Gettings
Counsel for
Fidelity National Information Services, Inc.

FIS
5430 Data Court, Suite 100
Ann Arbor, MI 48108



Invoice Number: 28528213
Page: 1 of 1
Invoice Date: 12/06/2019
Services for the month of November 2019

INVOICE

Q2 SOFTWARE, INC.
SUITE 150
13785 RESEARCH BLVD
AUSTIN, TX 78750

Account Number: 90435
Account Executive: Rodney D. Schultz (RDS)
Territory:
Terms: Net 30

ATTN: Accounts Payable

Description	Units	Unit Price	Extended
Bill Consolidation and Payment Svcs			
Cost/Exp Assoc w/Q2 v.Radius Litigation	1	10,000.00000	10,000.00
Bill Consolidation and Payment Svcs Total:			\$10,000.00
Invoice Total:			\$10,000.00

Please remit to:

Accounting Department
FIS
PO Box 4535
Carol Stream, IL 60197-4535

§ — Taxable Item

IF YOU HAVE ANY QUESTIONS REGARDING THIS
INVOICE, PLEASE CONTACT:
FIS BILLING AT FISBILLING@FISGLOBAL.COM OR
1-866-275-6868, OPTION 7-2.

CONFIDENTIAL

Q2-Radius-008700

Greetings,

Q2 Software recently sent you a payment for the invoices listed below.

If you receive payment via ACH or wire transfer, you should receive payment within 1 business day.

If you receive payment via check, you should receive payment within 7-10 business days. If you would like to receive payments faster, please contact the AP team and we will gladly set you up to receive ACH payments.

If you have any questions or if this email was sent to the wrong address, please contact AP@Q2ebanking.com

Thanks,
The AP Team at Q2

Q2 Software, Inc.
Q2 Holdings, Inc.
13785 Research Blvd
Suite 150
Austin TX 78750
United States

Payment Voucher

#P200107021515376

1/7/2020

Paid To

Accounting Dept.
FIS
P.O. Box 4535
Carol Stream IL 60197-4535
United States

AMOUNT

\$10,000.00

Date	Description	Orig. Amt.	Amt. Due	Disc. Taken	Payment
12/6/2019	Bill # 28528213	\$10,000.00	\$10,000.00		\$10,000.00
				Amount	\$10,000.00

EXHIBIT A-7

From: Mansi Rodgers
Sent: Friday, February 14, 2020 4:55 PM
To: 'David Prichard'; 'Talotta, Jon M.'
Cc: Ryan Pierce
Subject: Q2 v. Radius--motion for attorneys' fees/expenses

David and Jon,

We would like to confer about Q2's forthcoming motion for attorneys' fees/expenses. We previously produced all invoices showing Q2's fees and expenses incurred to date, with the exception of the two latest invoices, which I will send you on Monday. In total, we will be seeking \$286,871 in attorneys' fees and \$38,318.40 in expenses. Please note that the fee amount is net of the sanctions Radius already has paid and includes only the amount we're seeking for previously-incurred fees (and not any fees associated with post-judgment motions/appeal).

Please let us know your availability for a call. I'll be a bit out of pocket Monday, but am otherwise generally available to discuss next week.

Thanks,
Mansi

Mansi Rodgers | 512-334-4496 | fax 512-334-4492 | mroddgers@reevesbrightwell.com
Reeves & Brightwell LLP, 221 W. 6th Street, Suite 1000, Austin, TX 78701-3410

The information in this email may be confidential and privileged. If you are not the intended recipient, be aware that any review of this communication is prohibited, and you should notify the sender by return email and delete this email from your system.

From: Mansi Rodgers
Sent: Monday, February 17, 2020 1:43 PM
To: 'David Prichard'; 'Talotta, Jon M.'
Cc: Ryan Pierce
Subject: RE: Q2 v. Radius--motion for attorneys' fees/expenses
Attachments: 10903.pdf; Reeves & Brightwell Invoice January 2020 Time (00033371xD786C).pdf

David and Jon,

As noted in my email below, attached are Q2's two latest invoices. Please let us know when you're available to confer.

Best,
Mansi

From: Mansi Rodgers
Sent: Friday, February 14, 2020 4:55 PM
To: David Prichard <dprichard@prichardyoungllp.com>; Talotta, Jon M. <jon.talotta@hoganlovells.com>
Cc: 'Ryan Pierce' <rpierce@reevesbrightwell.com>
Subject: Q2 v. Radius--motion for attorneys' fees/expenses

David and Jon,

We would like to confer about Q2's forthcoming motion for attorneys' fees/expenses. We previously produced all invoices showing Q2's fees and expenses incurred to date, with the exception of the two latest invoices, which I will send you on Monday. In total, we will be seeking \$286,871 in attorneys' fees and \$38,318.40 in expenses. Please note that the fee amount is net of the sanctions Radius already has paid and includes only the amount we're seeking for previously-incurred fees (and not any fees associated with post-judgment motions/appeal).

Please let us know your availability for a call. I'll be a bit out of pocket Monday, but am otherwise generally available to discuss next week.

Thanks,
Mansi

Mansi Rodgers | 512-334-4496 | fax 512-334-4492 | mrogers@reevesbrightwell.com
Reeves & Brightwell LLP, 221 W. 6th Street, Suite 1000, Austin, TX 78701-3410

The information in this email may be confidential and privileged. If you are not the intended recipient, be aware that any review of this communication is prohibited, and you should notify the sender by return email and delete this email from your system.

From: Mansi Rodgers
Sent: Friday, February 21, 2020 3:26 PM
To: David Prichard
Cc: Ryan Pierce
Subject: RE: Q2 v. Radius--invoices

Thank you. We agree to seek the stipulated amount of \$275,000 in attorneys' fees (understanding your caveat that Radius plans to challenge Q2's entitlement to such fees), and the stipulated amounts of \$15,000 and \$25,000 for conditional attorneys' fees awards for post-judgment motions and appeal. We also plan to seek the \$38,301.17 in expenses/costs, but based on your email, will not represent that those amounts are unopposed.

Thank you also for confirming that you do not oppose the motion to file under seal.

We will look out for Radius' settlement response on Monday.

Have a nice weekend,
Mansi

From: David Prichard <dprichard@prichardyoungllp.com>
Sent: Friday, February 21, 2020 1:35 PM
To: Mansi Rodgers <mrogers@reevesbrightwell.com>
Subject: RE: Q2 v. Radius--invoices

That is what I thought. The \$275,000 is just for fees.

David M. Prichard
Prichard Young, LLP
10101 Reunion Place, Suite 600
San Antonio, Texas 78216
Telephone: 210.477.7401
Facsimile: 210.477.7451
Email: dprichard@prichardyoungllp.com

CONFIDENTIAL

ATTORNEY CLIENT PRIVILEGED AND WORK PRODUCT PRIVILEGED

The contents of this email and all attachments are intended as confidential communications protected by attorney-client privilege. If you are not the intended recipient of this email, please immediately delete it and any attachments to it. If you received this email in error, please contact David Prichard (dprichard@prichardyoungllp.com).

From: Mansi Rodgers <mrogers@reevesbrightwell.com>
Sent: Friday, February 21, 2020 1:33 PM
To: David Prichard <dprichard@prichardyoungllp.com>
Subject: RE: Q2 v. Radius--invoices

The \$286,871 figure is just attorneys' fees. The amount of expenses/costs that we are seeking is \$38,301.17. All of those expenses/costs also are reflected on our monthly invoices, with the exception of the amount paid to FIS, for which I sent you separate documentation.

From: David Prichard <dprichard@prichardyoungllp.com>
Sent: Friday, February 21, 2020 1:26 PM
To: Mansi Rodgers <mrodgers@reevesbrihtwell.com>
Subject: RE: Q2 v. Radius--invoices

I thought the number at issue was \$287,000 and some change. Is that fees and expenses or just fees?

David M. Prichard
Prichard Young, LLP
10101 Reunion Place, Suite 600
San Antonio, Texas 78216
Telephone: 210.477.7401
Facsimile: 210.477.7451
Email: dprichard@prichardyoungllp.com

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From: Mansi Rodgers <mrodgers@reevesbrihtwell.com>
Sent: Friday, February 21, 2020 11:30 AM
To: David Prichard <dprichard@prichardyoungllp.com>
Cc: Ryan Pierce <rpierce@reevesbrihtwell.com>; Joyce Goodman <jgoodman@reevesbrihtwell.com>; Talotta, Jon M. <jon.talotta@hoganlovells.com>
Subject: RE: Q2 v. Radius--invoices

David,

Thank you for your email. Is the \$275,000 figure you state in your email for attorneys' fees only, or is it also meant to include Q2's out of pocket expenses and costs?

Best,
Mansi

From: David Prichard <dprichard@prichardyoungllp.com>
Sent: Friday, February 21, 2020 11:22 AM
To: Mansi Rodgers <mrodgers@reevesbrihtwell.com>
Cc: Ryan Pierce <rpierce@reevesbrihtwell.com>; Joyce Goodman <jgoodman@reevesbrihtwell.com>; Talotta, Jon M. <jon.talotta@hoganlovells.com>
Subject: RE: Q2 v. Radius--invoices

Mansi-

I have now reviewed all your invoices for fees in this case. I do not object to your rates. However, I do believe the hours you spent in December and January are excessive. In the spirit of compromise, I am willing to agree that the total sum of \$275,000 would be acceptable as a stipulated amount that we would not contest. Further, we believe that the amounts of \$20,000 and \$40,000 are way excessive. Again, we would stipulate that

\$15,000 and \$25,000 would be reasonable and we would agree to those sums. I should note that we believe Q2 is not entitled to any fees and we will be challenging those fees and the damages amount in our Motion for Reconsideration and potentially to the Fifth Circuit, if necessary.

We are agreeable to the sealing of appropriate confidential documents.

Finally, I have conveyed your settlement demand to my client. They have assured me that they will respond by Monday to that demand.

Have a nice weekend.

David M. Prichard
Prichard Young, LLP
10101 Reunion Place, Suite 600
San Antonio, Texas 78216
Telephone: 210.477.7401
Facsimile: 210.477.7451
Email: dprichard@prichardyoungllp.com

CONFIDENTIAL

ATTORNEY CLIENT PRIVILEGED AND WORK PRODUCT PRIVILEGED

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From: Mansi Rodgers <mrogers@reevesbrihtwell.com>
Sent: Friday, February 21, 2020 11:01 AM
To: David Prichard <dprichard@prichardyoungllp.com>
Cc: Ryan Pierce <rpierce@reevesbrihtwell.com>; Joyce Goodman <jgoodman@reevesbrihtwell.com>
Subject: RE: Q2 v. Radius--invoices

David, I am following up again on my email below. I had understood that you would be getting back to me on Wednesday. As I noted, we are planning to file our motion for fees, expenses, and costs today, so we need a response as to Radius' position.

In addition, we will be attaching Q2's written settlement offers and the relevant contracts as exhibits to the motion, and we plan to file those under seal given their confidentiality. Please let us know if Radius will agree not to oppose the motion to seal.

Thank you,
Mansi

From: Mansi Rodgers
Sent: Thursday, February 20, 2020 11:31 AM
To: David Prichard <dprichard@prichardyoungllp.com>
Cc: Ryan Pierce <rpierce@reevesbrihtwell.com>; Joyce Goodman <jgoodman@reevesbrihtwell.com>
Subject: RE: Q2 v. Radius--invoices

David,

I am checking back on this. Please let me know of Radius' position on our requests. My understanding based on our call is that Radius does not oppose the reasonableness of our hourly rates, and that you were planning to let me know Radius' position on the amount of time billed/expenses after reviewing all of the invoices, as well as its position on future conditional fees. We will be filing our motion tomorrow, so if you could provide a response today, we would appreciate it. If you would like to have a call this afternoon, just let me know.

Thank you,
Mansi

From: Mansi Rodgers

Sent: Tuesday, February 18, 2020 3:53 PM

To: David Prichard <dprichard@prichardyoungllp.com>

Cc: Ryan Pierce <rpierce@reevesbrightwell.com>; Joyce Goodman <jgoodman@reevesbrightwell.com>

Subject: Q2 v. Radius--invoices

David,

Thank you for the call today. As discussed, attached are the other invoices reflecting our fees/expenses, as well as the documentation relating to the FIS expense of \$10,000. I have confirmed that our firm only passed through expenses as they were incurred, and the expenses therefore do not reflect any mark-up. As I mentioned on our call, in addition to previously-incurred fees, we plan to seek \$20,000 in fees in the event of an unsuccessful post-judgment motion and \$40,000 in fees in the event of an unsuccessful appeal.

After you have had a chance to review these materials, please let me know Radius' position on our requests and if you would like to have a follow-up call to confer further.

Best,
Mansi

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